

NACCO INDUSTRIES INC

Form 4

September 28, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
NACCO INDUSTRIES INC

2. Issuer Name **and** Ticker or Trading
Symbol
Hamilton Beach Brands Holding Co
[HBB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
5875 LANDERBROOK
DRIVE, SUITE 220

3. Date of Earliest Transaction
(Month/Day/Year)
09/26/2017

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)
CLEVELAND, OH 44124

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	09/26/2017		J(1)		6,836,716 (1)	D	(1) 0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(2)	09/26/2017		J(1)	6,836,716 (1)	(2)	(2)	Class A Common Stock	6,836,71

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NACCO INDUSTRIES INC 5875 LANDERBROOK DRIVE SUITE 220 CLEVELAND, OH 44124			X	

Signatures

/s/ Jesse A. Adkins, on behalf of NACCO
Industries, Inc.

09/28/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- In connection with the spin-off of Hamilton Beach Brands Holding Company ("Hamilton Beach") by NACCO Industries, Inc. ("NACCO"), (a) Hamilton Beach will convert the outstanding shares of Hamilton Beach common stock currently held by NACCO into 6,836,716 shares of Hamilton Beach Class A common stock and 6,836,716 shares of Hamilton Beach Class B common stock and (b) NACCO will distribute all of the outstanding shares of Hamilton Beach common stock held by NACCO to NACCO common
- (1) stockholders as of the record date, which was the close of business on September 26, 2017 (the "Record Date"). For each share of NACCO Class A common stock held on the Record Date, NACCO will distribute one share of Hamilton Beach Class A common stock and one share of Hamilton Beach Class B common stock. Similarly, for each share of NACCO Class B common stock held on the Record Date, NACCO will distribute one share of Hamilton Beach Class A common stock and one share of Hamilton Beach Class B common stock.
- (2) N/A

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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