

ASP FML Holdings, LLC
 Form 4
 June 05, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 ASP FML Holdings, LLC

2. Issuer Name and Ticker or Trading Symbol
 FAIRMOUNT SANTROL HOLDINGS INC. [FMSA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 06/01/2018

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

C/O AMERICAN SECURITIES LLC, 299 PARK AVENUE, 34TH FLOOR

(Street)

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

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

NEW YORK, NY 10171

(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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount | (A) or (D) Price | | |
| Common Stock | 06/01/2018 | | D ⁽¹⁾ | 48,156,628 | D \$ 0 <u>(1)</u> | 0 | D ⁽²⁾ |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ASP FML Holdings, LLC C/O AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171 | | | | |
| American Securities Partners V, L.P. C/O AMERICAN SECURITIES LLC 299 PARK AVE, 34TH FLOOR NEW YORK, NY 10171 | | | | |
| American Securities Partners V(B), L.P. C/O AMERICAN SECURITIES LLC 299 PARK AVE, 34TH FLOOR NEW YORK, NY 10171 | | | | |
| American Securities Partners V (C) L.P. C/O AMERICAN SECURITIES LLC 299 PARK AVE, 34TH FLOOR NEW YORK, NY 10171 | | | | |
| American Securities Associates V, LLC C/O AMERICAN SECURITIES LLC 299 PARK AVE, 34TH FLOOR NEW YORK, NY 10171 | | | | |
| AMERICAN SECURITIES LLC 299 PARK AVE, 34TH FLOOR NEW YORK, NY 10171 | | | | |
| ASP FML Investco, LLC C/O AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171 | | | | |

ASP FML Co-Invest I, LLC
C/O AMERICAN SECURITIES LLC
299 PARK AVENUE, 34TH FLOOR
NEW YORK, NY 10171

ASP Manager Corp.
C/O AMERICAN SECURITIES LLC
299 PARK AVENUE, 34TH FLOOR
NEW YORK, NY 10171

Signatures

/s/ Michael G.
Fisch

06/05/2018

**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).

Reflects disposition in connection with the consummation of the transactions contemplated by the Agreement and Plan of Merger, dated as of December 11, 2017 (the "Merger Agreement"), among the Issuer, SCR-Sibelco NV, Unimin Corporation, nka Covia Holdings Corporation ("Covia"), Bison Merger Sub, Inc. ("Merger Sub") and Bison Merger Sub I, LLC ("Merger Sub LLC"), pursuant to which

(1) Merger Sub merged with and into the Issuer with the Issuer as the surviving corporation and for the subsequent merger of Issuer with and into Merger Sub LLC with Merger Sub LLC as the surviving corporation and a wholly owned subsidiary of Covia. In the Merger, each share of Issuer Common Stock, par value \$0.01 per share, was exchanged for (i) cash consideration equal to \$0.73 per fully diluted share (the "Cash Consideration") and (ii) 0.20 shares (the "Exchange Ratio") of voting common stock, par value \$1.00 per share, of Covia ("Covia Common Stock").

The shares were directly owned by ASP FML Holdings, LLC ("ASPFMLHoldings") and may also be deemed to have been indirectly beneficially owned by: (i) ASP FML Investco, LLC ("ASPFMLInvestco"), the owner of a majority of the membership interests in ASPFMLHoldings; (ii) American Securities Partners V, L.P., American Securities Partners V(B), L.P. and American Securities Partners

(2) V(C), L.P. (each, a "Sponsor") and ASP FML Co-Invest I, LLC ("ASPFMLCoinvest"), the owners of a majority of the membership interests in ASPFMLInvestco; and (iii) American Securities Associates V, LLC ("GP"), the general partner of each Sponsor. American Securities LLC ("ASLLC") provides investment advisory services to each Sponsor and to the GP. ASP Manager Corp., a wholly owned subsidiary of ASLLC, is the manager of ASPFML Holdings, ASPFMLInvestco and ASPFMLCoinvest.

Remarks:

Exhibit 99.1 Joint Filer Information is incorporated herein by reference.

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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