

Fowler Charles D.
Form 4
June 05, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Fowler Charles D.

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)
05/25/2018

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

13515 SHAKER BLVD., 5B

(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
 Form filed by More than One Reporting Person

CLEVELAND, OH 44120

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/25/2018		G	V 1,587,300 D \$ 0	7,840,688	I	See Footnote (1)
Common Stock	06/01/2018		D ⁽²⁾	7,840,688 D \$ 0 ⁽²⁾	0	I	See Footnote (1)
Common Stock	06/01/2018		D ⁽²⁾	1,736,656 D \$ 0 ⁽²⁾	3,060	D	
Common Stock	06/01/2018		D ⁽³⁾	3,060 D \$ 0 ⁽³⁾	0	D	

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

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(9-02)

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

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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fowler Charles D. 13515 SHAKER BLVD., 5B CLEVELAND, OH 44120		X		

Signatures

/s/ Charles D. Fowler, by David J. Crandall, his attorney--in-fact pursuant to Power of Attorney dated September 25, 2014 on file with the Commission

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).

(1) As trustee of Charles D. Fowler Declaration of Trust dated September 26, 1991.

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

(2) 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 [\$0.74] 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").

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- (3) In accordance with the terms of the Merger Agreement, each restricted stock unit award of the Issuer outstanding immediately prior to the effective time of the Merger (whether vested or unvested) was converted into (i) cash in an amount equal to the Cash Consideration multiplied by the number of shares of Issuer Common Stock subject to such Issuer restricted stock award and (ii) a restricted share unit award of Covia with respect to the aggregate number of shares of Covia Common Stock equal to the product of the number of shares of Issuer Common Stock subject to such Issuer restricted stock unit award, multiplied by the Exchange Ratio, rounded up or down the nearest whole unit.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.