

FMSA HOLDINGS INC
Form 4
October 10, 2014

FORM 4

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

OMB APPROVAL

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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 *
Conway William E.

(Last) (First) (Middle)

32400 FAIRMOUNT BLVD.

(Street)

PEPPER PIKE, OH 44124

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/03/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 shares	10/03/2014		P		100	A	\$ 16.55	767,650	I	See Footnote (1)
Common shares	10/03/2014		P		2,000	A	\$ 15.72	769,650	I	See Footnote (1)
Common shares	10/03/2014		P		5,000	A	\$ 15.67	774,650	I	See Footnote (2)
Common shares	10/06/2014		P		8,000	A	\$ 15.49	782,650	I	See Footnote (1)

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Common shares	10/08/2014	S	4,420	D	\$ 15.16	778,230	I	See Footnote (3)
Common shares	10/08/2014	S	112,200	D	\$ 15.16	666,300	I	See Footnote (4)
Restricted Stock Unit (5)	10/09/2014	A	3,060	A	\$ 0	669,360	D	

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)

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)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conway William E. 32400 FAIRMOUNT BLVD. PEPPER PIKE, OH 44124		X		

Signatures

/s/ William E. Conway by David J. Crandall
 Date: 10/10/2014

__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) William E. Conway, Trustee of the Under Trust Agreement dated March 10, 1992
- (2) William E. Conway IRA Standard - "Traditional" IRA
- (3) Spouse of Mary F. Conway, Trustee under the Mary F. Conway Declaration of Trust dated December 13, 1980, as modified. As the spouse of the trustee, Mr. Conway is deemed to have voting and investment power over these shares
- (4) The Sand Fair Foundation. As president, Mr. Conway is deemed to have voting and investment powers over these shares.
- (5) The restricted stock units vest on October 2, 2019 but will be subject to accelerated vesting upon the achievement of certain pre-established cumulative EBITDA targets.

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.