

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 *
Smith Van T.

(Last) (First) (Middle)
8834 MAYFIELD ROAD
(Street)

CHESTERLAND, OH 44026

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2014

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)
Executive Vice President

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock	05/06/2014		P		15,266	A	\$ 11.15
Common stock	05/20/2014		P		15,300	A	\$ 11.15
Common stock	10/08/2014		M		61,200	A	\$ 3.57
Common stock	10/08/2014		M		3,400	A	\$ 10.46
Common stock	10/08/2014		F		15,878	D	\$ 15.16

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Common stock	10/08/2014	<u>S</u> ⁽¹⁾	78,200	D	\$ 15.16	570,826	D
Restricted Stock Unit <u>(2)</u>	10/09/2014	A	7,276	A	\$ 0	578,102	D

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee stock option (right to buy)	\$ 3.57	10/08/2014		M		61,200	<u>(3)</u> 12/07/2020	Common Stock	61,200
Employee stock option (right to buy)	\$ 10.46	10/08/2014		M		3,400	<u>(4)</u> 12/10/2023	Common Stock	3,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Van T. 8834 MAYFIELD ROAD CHESTERLAND, OH 44026			Executive Vice President	

Signatures

/s/ Van T. Smith by David J.
Crandall

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) Mr. Smith's sale of common stock reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 30,566 shares of common stock, with Mr. Smith's purchase of 15,266 shares of common stock at a price of \$11.15 on May 6, 2014 and 15,300 on May 20. Mr. Smith has agreed to pay to FMSA, upon settlement of the sale, \$122,614.61, representing the full amount of the profit realized in connection with the short-swing transaction.
- (2) 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.
- (3) The stock options became exercisable as to: (i) 31,280 of the shares on 12/31/11, (ii) 31,280 of the shares on 12/31/12 and (iii) 31,280 on 12/31/13. The remaining 62,560 options will become fully exercisable on 12/7/17, but will be subject to accelerated vesting upon the achievement of certain pre-established EBITDA targets.
- (4) The stock options became exercisable as to 17,000 of the shares on 12/31/13. The remaining 68,000 options will become fully exercisable on 12/10/20, but will be subject to accelerated vesting upon the achievement of certain pre-established 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.

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