

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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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 *
NAGEL CHRISTOPHER L

(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)
10/08/2014

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)

See Remarks

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 or Price		
Common stock	10/08/2014		M		22,644 A \$ 5.68	22,644	D
Common stock	10/08/2014		F		8,058 D \$ 15.16	14,586	D
Common stock	10/08/2014		S		14,586 D \$ 15.16	0	D
Restricted Stock Unit (1)	10/09/2014		A		7,276 A \$ 0	7,276	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)	8. Amount or Number of Shares
Stock options, right to purchase common shares	\$ 5.68	10/08/2014		M	22,644	<u>(2)</u> 05/31/2021	Common shares	22,644

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAGEL CHRISTOPHER L 8834 MAYFIELD ROAD CHESTERLAND, OH 44026			See Remarks	

Signatures

/s/ Christopher L. Nagel 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) 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.
- (2) The stock options became exercisable as to: (i) 51,000 of the shares on 12/31/11, (ii) 51,000 of the shares on 12/31/12 and (iii) 51,000 on 12/31/13. The remaining 102,000 options will become fully exercisable on 05/31/18, but will be subject to accelerated vesting upon the achievement of certain pre-established EBITDA targets.

Remarks:

Executive Vice President and CFO

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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