

Donnelley Reuben Simpson
Form 4
September 05, 2017

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 *
SGF, LLC

(Last) (First) (Middle)

30 NORTH LASALLE STREET,
SUITE 1232,

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CASTLE A M & CO [CASLQ]

3. Date of Earliest Transaction
(Month/Day/Year)
08/31/2017

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u>	08/31/2017		J ⁽⁷⁾		8,759,076	D	\$ 0 0
Common Stock <u>(1)</u>	08/31/2017		J ⁽⁸⁾		107,850	A	\$ 0 107,850
Common Stock <u>(2)</u>	08/31/2017		J ⁽⁷⁾		153,990	D	\$ 0 0
Common Stock <u>(2)</u>	08/31/2017		J ⁽⁸⁾		1,231	A	\$ 0 1,231
Common Stock <u>(3)</u>	08/31/2017		J ⁽⁷⁾		33,471	D	\$ 0 0

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Common Stock <u>(3)</u>	08/31/2017	J <u>(8)</u>	412	A	\$ 0	412	D	
Common Stock <u>(4)</u>	08/31/2017	J <u>(7)</u>	14,739	D	\$ 0	0	I	See Footnote <u>(9)</u>
Common Stock <u>(4)</u>	08/31/2017	J <u>(8)</u>	181	A	\$ 0	181	I	See Footnote <u>(9)</u>
Common Stock <u>(5)</u>	08/31/2017	J <u>(7)</u>	0	D	\$ 0	0	D	
Common Stock <u>(5)</u>	08/31/2017	J <u>(8)</u>	0	A	\$ 0	0	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 Security (Instr. 3 and 4)	8. Amount of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Exchange Notes <u>(6)</u>	\$ 0.2654	08/31/2017		A	17,775,807	08/31/2017	08/31/2022	Common Stock	4,7
New Money Notes <u>(6)</u>	\$ 0.2654	08/31/2017		A	7,125,323	08/31/2017	08/31/2022	Common Stock	1,8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SGF, LLC 30 NORTH LASALLE STREET, SUITE 1232 CHICAGO, IL 60602	X	X		
WB & CO 30 NORTH LASALLE STREET	X	X		

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automatically cancelled and extinguished, including the common stock beneficially owned, or deemed to be beneficially owned, by WBC, Mr. Mellin, Mr. Donnelley, and FOM (WBC, Mr. Mellin, Mr. Donnelley, and FOM, collectively, and together with SGF, the "Reporting Persons").

- (8) On the Effective Date, and pursuant to and upon effectiveness of the Plan, holders of common stock outstanding immediately before effectiveness who did not object to the Plan and who did not opt-out of certain releases provided in the Plan were issued an aggregate of 400,000 shares of the Issuer's common stock, par value \$0.01 per share (the "New Common Stock"), simultaneously with the cancellation and extinguishment of shares described in footnote 7 above. Each of the Reporting Persons, other than SGF, was eligible to receive, and was issued its or his pro rata share of, such shares of New Common Stock.
- (9) Held by an immediate family member who shares Mr. Donnelley's household. Mr. Donnelley disclaims beneficial ownership of the shares owned by the immediate family member.
- (10) On the Effective Date, and pursuant to the Plan, the Prepetition Second Lien Secured Claims (as defined in the Plan) held by holders thereof were extinguished and the holders were issued certain Exchange Notes (as defined in the Plan). The Exchange Notes are convertible, at any time at the option of the holder, in the aggregate, into 1,300,000 shares of New Common Stock (or .2654 shares of New Common Stock for each \$1 principal amount). SGF was a holder of Prepetition Second Lien Secured Claims and as such received its pro rata share of such Exchange Notes, having an aggregate principal amount of \$17,775,807, convertible into 4,717,699 shares of New Common Stock.
- (11) On the Effective Date, and pursuant to the Plan, certain holders of indebtedness of the Issuer subscribed for and purchased New Money Notes (as defined in the Plan). The New Money Notes are convertible, at any time at the option of the holder, in the aggregate, into 3,051,818 shares of New Common Stock (or .2654 shares of New Common Stock for each \$1 principal amount). SGF subscribed for and purchased New Money Notes having an aggregate principal amount of \$7,125,323, convertible into 1,891,061 shares of New Common Stock.

Remarks:

The Reporting Persons are all associated with an extended family group and various trusts, estates and estate planning vehicles.

Pursuant to the Plan, the Reporting Persons entered into a Stockholders Agreement by and among the Issuer, the Reporting Persons.

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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