

Summit Materials, Inc.
Form 4
August 13, 2015

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 *
Gill Kevin A

(Last) (First) (Middle)

C/O SUMMIT MATERIALS,
INC., 1550 WYNKOOP STREET,
3RD FLOOR

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Summit Materials, Inc. [SUM]

3. Date of Earliest Transaction
(Month/Day/Year)
03/11/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
LP Units of Summit Materials Holdings L.P.	<u>(1)</u>	03/11/2015	A		91,175		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	91,175
Options (right to buy)	\$ 18	03/11/2015	A		33,471		<u>(3)</u>	03/11/2025	Class A Common Stock	33,471
Options (right to buy)	\$ 18	03/11/2015	A		43,512		<u>(4)</u>	03/11/2025	Class A Common Stock	43,512
LP Units of Summit Materials Holdings L.P.	<u>(1)</u>	08/11/2015	D ⁽⁵⁾		4,052		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	4,052

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gill Kevin A C/O SUMMIT MATERIALS, INC. 1550 WYNKOOP STREET, 3RD FLOOR DENVER, CO 80202				See Remarks

Signatures

/s/Anne Lee Benedict, as
Attorney-in-Fact
**Signature of Reporting Person

08/13/2015
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) Pursuant to the terms of an exchange agreement, dated as of March 11, 2015, the limited partnership units of Summit Materials Holdings L.P. ("LP Units") reported herein are exchangeable from and after the first anniversary of the closing of the issuer's initial public offering (subject to the terms of the exchange agreement and vesting requirements, including certain vesting events more fully described in the issuer's Registration Statement on Form S-1 (File No. 333-201058) (the "Registration Statement")) for shares of the issuer's Class A

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common stock on a one-for-one basis.

- (2) These securities were acquired in connection with the reclassification of the interests of Summit Material Holdings L.P. prior to the issuer's initial public offering (as more fully described in the Registration Statement).
- (3) The options vest in four equal annual installments beginning on March 11, 2016.
- (4) The options vest upon the achievement of certain vesting events more fully described in the Registration Statement.

The Reporting Person sold to the issuer the number of LP Units set forth above at a price per LP Unit of \$24.784375, which represents the

- (5) \$25.75 price at which the issuer's Class A common stock was sold in a secondary offering, less the underwriters' discount of \$0.965625 per share.

Remarks:

Title: EVP & Chief Human Resources Officer

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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