

TMS International Corp.

Form 4

October 18, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Curtin Joseph

(Last) (First) (Middle)

C/O TMS INTERNATIONAL
CORP., 12 MONONGAHELA
AVENUE

(Street)

GLASSPORT, PA 15045

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TMS International Corp. [TMS]

3. Date of Earliest Transaction
(Month/Day/Year)
10/16/2013

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 Chairman

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 \$
Class A Common Stock	10/16/2013		D		101,368	D	17.5 (1)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: TMS International Corp. - Form 4

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Class B Common Stock	(2)	10/16/2013		D	210,717	(2) (2)	Class A Common Stock 210,71
Employee Stock Option (Right to Buy)	\$ 13	10/16/2013		D	50,000	(3) 04/12/2021	Class A Common Stock 50,000
Employee Stock Option (Right to Buy)	\$ 11.18	10/16/2013		D	50,000	(4) 04/12/2022	Class A Common Stock 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Curtin Joseph C/O TMS INTERNATIONAL CORP. 12 MONONGAHELA AVENUE GLASSPORT, PA 15045	X		Executive Chairman	

Signatures

/s/ Daniel Rosati, attorney-in-fact for Joseph Curtin 10/18/2013

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) Disposed of pursuant to, and on the effective date of, the merger (the "Merger") contemplated by the Agreement and Plan of Merger dated as of August 23, 2013, among the issuer, Crystal Acquisition Company, Inc. and Crystal Merger Sub, Inc., in exchange for the merger consideration of \$17.50 per share in cash.
- (2) Shares of Class B Common Stock are convertible on a one-for-one basis at any time, at the option of the holder, into shares of Class A Common Stock. The Class B Common Stock has no expiration date.
- (3) These options were granted on April 12, 2011 and were scheduled to vest as follows: 10% on the first anniversary of the grant date, an additional 20% on the second anniversary of the grant date, an additional 30% on the third anniversary of the grant date and the remaining

Edgar Filing: TMS International Corp. - Form 4

40% on the fourth anniversary of the grant date. These options were canceled in the Merger in exchange for a cash payment of \$225,000, representing (a) the number of shares underlying the option, multiplied by (b) the excess of \$17.50 over the exercise price per share of the option.

These options were granted on April 12, 2012 and were scheduled to vest as follows: 10% on the first anniversary of the grant date, an additional 20% on the second anniversary of the grant date, an additional 30% on the third anniversary of the grant date and the remaining

- (4) 40% on the fourth anniversary of the grant date. These options were canceled in the Merger in exchange for a cash payment of \$316,000, representing (a) the number of shares underlying the option, multiplied by (b) the excess of \$17.50 over the exercise price per share of the option.

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.