

Boots Ira G
Form 4
December 06, 2017

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 *
Boots Ira G

2. Issuer Name and Ticker or Trading Symbol
Milacron Holdings Corp. [MCRN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10200 ALLIANCE ROAD, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
12/04/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CINCINNATI, OH 45242

(City) (State) (Zip)

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			
Common Stock, par value \$0.01 per share ("Common Stock")	12/04/2017		M		29,950	A	\$ 6.64	29,950	I	Held by Boots Family Trust #1 (1)
Common Stock	12/04/2017		S		29,950	D	\$ 18.25	0	I	Held by Boots Family Trust #1 (1)
	12/05/2017		M		4,479	A	\$ 6.64	4,479	I	

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Common Stock									Held by Boots Family Trust #1 <u>(1)</u>
Common Stock	12/05/2017		S	4,479	D	\$ 18.25	0	I	Held by Boots Family Trust #1 <u>(1)</u>
Common Stock	12/05/2017		M	8,648	A	\$ 6.64	8,648	I	Held by Boots Family Trust #1 <u>(1)</u>
Common Stock	12/05/2017		S	8,648	D	\$ 18.25 <u>(2)</u>	0	I	Held by Boots Family Trust #1 <u>(1)</u>
Common Stock							39,989 <u>(3)</u>	D	

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.

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(9-02)

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 Option (right to buy)	\$ 6.64	12/04/2017		M	29,950	<u>(4)</u> 04/30/2022	Common Stock	29,950

Stock Option (right to buy)	\$ 6.64	12/05/2017	M	4,479	(4)	04/30/2022	Common Stock	4,479
Stock Option (right to buy)	\$ 6.64	12/05/2017	M	8,648	(4)	04/30/2022	Common Stock	8,648

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boots Ira G 10200 ALLIANCE ROAD SUITE 200 CINCINNATI, OH 45242	X			

Signatures

/s/ Hugh O'Donnell, as Attorney-in-Fact for Ira G. Boots
12/06/2017

**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 securities were directly held by the Boots Family Trust #1, of which Mr. Boots is the sole trustee, for the benefit of Mr. Boots' spouse, parents, siblings or lineal descendants, and may be deemed to be held by the Reporting Person.

Weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.25 to \$18.30, inclusive. The reporting person undertakes to provide to Milacron Holdings Corp., any security holder of Milacron Holdings Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (2) Includes 13,595 restricted stock units that represent the right to receive, at settlement, one share of common stock, which are subject to vesting and forfeiture and which vest on February 27, 2018. Prior to vesting, the restricted stock units do not include any voting rights.
- (3) The option was granted on 4/30/2012 and this amount was vested in full as of the transaction date.

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.