

Rauh Douglas Charles
Form 4
November 03, 2017

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Rauh Douglas Charles

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2017

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

See Remarks

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

(Street)

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

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

DENVER, CO 80202

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	11/01/2017		C		11,411 A <u>11</u>	18,724	D
Class A Common Stock	11/01/2017		S		11,411 D \$ 31.33 <u>(2)</u>	7,313	D
Class A Common Stock	11/01/2017		M		1,729 A \$ 18	9,042	D
Class A Common Stock	11/01/2017		M		9,465 A \$ 17.07	18,507	D

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Common
Stock

Class A Common Stock	11/01/2017		S	11,194	D	\$ 31.38 (3)	7,313	D
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Class A Common Stock	11/01/2017		S	3,719	D	\$ 31.395	3,594	D
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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 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 or Number of Shares
LP Units of Summit Materials Holdings L.P.	Ⓛ	11/01/2017		C	11,411	(1) (1)	Class A Common Stock 11,411
Options (right to buy)	\$ 18	11/01/2017		M	1,729	(4) 03/11/2025	Class A Common Stock 1,729
Options (right to buy)	\$ 17.07	11/01/2017		M	9,465	(5) 02/24/2026	Class A Common Stock 9,465

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rauh Douglas Charles
C/O SUMMIT MATERIALS, INC.
1550 WYNKOOP STREET, 3RD FLOOR
DENVER, CO 80202

See Remarks

Signatures

/s/ Anne Lee Benedict, as
Attorney-in-Fact

11/03/2017

__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).

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

(1) (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)) for shares of the issuer's Class A common stock on a one-for-one basis.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$31.33 to \$31.41, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, 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 range set forth above.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$31.34 to \$31.49, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, 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 range set forth above.

(4) Reflects the grant of 167,083 options that vest in four equal annual installments beginning on March 11, 2016.

(5) Reflects the grant of 28,395 options that vest in three equal annual installments beginning on February 24, 2017.

Remarks:

Title: EVP and Chief Operating 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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