

ADVANCED DRAINAGE SYSTEMS, INC.

Form 3

July 24, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

Â KLEIN ROBERT M

(Last) (First) (Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/24/2014

3. Issuer Name and Ticker or Trading Symbol

ADVANCED DRAINAGE SYSTEMS, INC. [WMS]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

EVP, Sales

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting PersonC/O ADVANCED DRAINAGE
SYSTEMS, INC.,Â 4640
TRUEMAN BOULEVARD

(Street)

HILLARD,Â OHÂ 43026

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

306,538

D Â

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Option to Purchase Common Stock	Â <u>(1)</u>	03/31/2015	Common Stock	33,607	\$ 4.54	D	Â
Option to Purchase Common Stock	Â <u>(2)</u>	03/31/2016	Common Stock	56,484	\$ 7.68	D	Â
Option to Purchase Common Stock	Â <u>(3)</u>	03/31/2017	Common Stock	42,362	\$ 10.77	D	Â
Option to Purchase Common Stock	Â <u>(4)</u>	03/31/2022	Common Stock	32,242	\$ 12.59	D	Â
Option to Purchase Common Stock	Â <u>(5)</u>	03/31/2023	Common Stock	141,210	\$ 13.64	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEIN ROBERT M C/O ADVANCED DRAINAGE SYSTEMS, INC. 4640 TRUEMAN BOULEVARD HILLARD, OH 43026	Â	Â	Â EVP, Sales	Â

Signatures

/s/ Robert M. Klein, by Mark B. Sturgeon as
attorney-in-fact

07/24/2014

 **Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 option will vest in three equal annual installments beginning on April 27, 2010.
- (2) The option will vest in three equal annual installments beginning on April 26, 2011.
- (3) The option will vest in three equal annual installments beginning on April 25, 2012.
- (4) The option will vest in three equal annual installments beginning on August 1, 2017, provided however that all remaining unvested options will vest in full immediately prior to the completion of the initial public offering ("IPO").
- (5) The option will vest in five equal annual installments beginning on September 1, 2014.

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.