

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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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 *
GARDNER TED 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
 Officer (give title below) Other (specify below)

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of 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 Securities Acquired (A) | 6. Date Exercisable and Expiration Date | 7. Title and Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|---|---|----------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|---|---|----------------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | 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 |
| LP Units of Summit Materials Holdings L.P. | (1) | 03/11/2015 | A | 252,726 | (1) | (1) | Class A Common Stock |
| LP Units of Summit Materials Holdings L.P. | (1) | 03/11/2015 | A | 3,091,203 | (1) | (1) | Class A Common Stock |
| Warrants | \$ 18 | 03/11/2015 | A | 27,408 | (5) | 03/11/2025 | Class A Common Stock |
| Warrants | \$ 18 | 03/11/2015 | A | 57,555 | (5) | 03/11/2025 | Class A Common Stock |
| LP Units of Summit Materials Holdings L.P. | (1) | 08/11/2015 | D(6) | 957,951 | (1) | (1) | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GARDNER TED A C/O SUMMIT MATERIALS, INC. 1550 WYNKOOP STREET, 3RD FLOOR DENVER, CO 80202 | X | | | |

Signatures

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

08/13/2015

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 (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 common stock on a one-for-one basis.
- (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 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) Reflects securities held by a limited liability company controlled by Mr. Gardner.
- (4) Reflects securities held by certain investment funds affiliated with Silverhawk Summit, L.P. ("Silverhawk"). Mr. Gardner, a managing partner and co-founder of Silverhawk, may be deemed to have beneficial ownership of the securities of the issuer held by Silverhawk.
- (5) The warrants are exercisable beginning on the first anniversary of the closing of the issuer's initial public offering.
- (6) Silverhawk sold to the issuer the number of LP Units set forth above at a price per LP Unit of \$24.784375, which represents the \$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.
- (7) Total holdings include LP Units acquired in connection with a dividend of LP Units from Summit Materials Holdings GP, Ltd., of which Silverhawk is a shareholder. The acquisition of such LP Units was exempt pursuant to Rule 16a-9.

Remarks:

The Reporting Person disclaims beneficial ownership of the securities reported herein as indirectly beneficially owned, except

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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