

Schnaufer Erich S
Form 4
April 03, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Schnaufer Erich S

(Last) (First) (Middle)

C/O RYERSON HOLDING
CORPORATION, 227 W.
MONROE ST., 27TH FLOOR

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Ryerson Holding Corp [RYI]

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

03/31/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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. 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)
Common Stock, (par value \$0.01 per share)	03/31/2018		M	2,750 A	\$ 0 (1) 21,195	D	
Common Stock, (par value \$0.01 per share)	03/31/2018		M	2,750 A	\$ 0 (1) 23,945	D	

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

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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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	(2)	03/31/2018		M	2,750	(3) (3)	Common Stock	2,750
Restricted Stock Units	(2)	03/31/2018		M	2,750	(5) (5)	Common Stock	2,750
Restricted Stock Units	(2)	03/31/2018		A	7,425	(6) (6)	Common Stock	7,425

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Schnauffer Erich S
C/O RYERSON HOLDING CORPORATION
227 W. MONROE ST., 27TH FLOOR
CHICAGO, IL 60606

Chief Financial Officer

Signatures

/s/ Camilla Rykke Merrick,
attorney-in-fact

04/03/2018

**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) Shares received upon the vesting of restricted stock units.

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- (2) Each restricted stock unit represents a contingent right to receive one share of common stock of Ryerson Holding Corporation.

On March 31, 2016, the reporting person was granted 8,250 restricted stock units, of which 2,750 vested on March 31, 2017 and 2,750

- (3) vested on March 31, 2018. The remaining 2,750 unvested restricted stock units will vest on March 31, 2019. Vested shares will be delivered to the reporting person not later than 60 days following such vesting dates.

- (4) The restricted stock units reported as disposed herein were settled for shares of common stock of Ryerson Holding Corporation.

On March 31, 2017, the reporting person was granted 8,250 restricted stock units, of which 2,750 vested on March 31, 2018. Of the

- (5) remaining unvested restricted stock units, 2,750 will vest on March 31, 2019 and 2,750 will vest on March 31, 2020. Vested shares will be delivered to the reporting person not later than 60 days following such vesting dates.

On March 31, 2018, the reporting person was granted 7,425 restricted stock units, of which 2,475 will vest on March 31, 2019, 2,475 will

- (6) vest on March 31, 2020 and 2,475 will vest on March 31, 2021. Vested shares will be delivered to the reporting person not later than 60 days following such vesting dates.

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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