ADVANCED DRAINAGE SYSTEMS, INC.

Form 4

August 25, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* ASP ADS Investco, LLC

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ADVANCED DRAINAGE

(Check all applicable)

SYSTEMS, INC. [WMS]

3. Date of Earliest Transaction (Month/Day/Year) 08/22/2014

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

C/O AMERICAN SECURITIES LLC, 299 PARK AVENUE, 34TH **FLOOR** 

(First)

(Street) 4. If Amendment, Date Original

(Middle)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

Form filed by One Reporting Person X\_ Form filed by More than One Reporting

Person

NEW YORK, NY 10171

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionr Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V (D) Price Amount Common  $S^{(3)}$ D (1) (2) 08/22/2014 19,046,908 514,286 14 96 Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

### Edgar Filing: ADVANCED DRAINAGE SYSTEMS, INC. - Form 4

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if		5. orNumber	6. Date Exer Expiration D	ate	7. Title and Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and	d 4)	Owne	
	Security				Acquired					Follo
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					(======
					4, and 5)					
					1, 4114 5)					
								Amo	ount	
						Date	Expiration	or		
						Exercisable Date	•	Title Num	nber	
							Date	of		
				Code V	(A) (D)			Shar	es	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
seeporting of their remaining remaining	Director	10% Owner	Officer	Other			
ASP ADS Investco, LLC C/O AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171		X					
American Securities Partners V, L.P. C/O AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171				(See Remarks below)			
American Securities Partners V(B), L.P. C/O AMERICAN SECURITIES LLC 299 PARK AVE, 34TH FLOOR NEW YORK, NY 10171				(See Remarks below)			
American Securities Partners V (C) L.P. C/O AMERICAN SECURITIES LLC 299 PARK AVE, 34TH FLOOR NEW YORK, NY 10171				(See Remarks below)			
American Securities Associates V, LLC C/O AMERICAN SECURITIES LLC 299 PARK AVE, 34TH FLOOR NEW YORK, NY 10171				(See Remarks below)			
AMERICAN SECURITIES LLC 299 PARK AVENUE 34TH FLOOR NEW YORK, NY 10171				(See Remarks below)			

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### **Signatures**

ASP ADS Investco, LLC By: ASP Manager Corp., its manager By: /s/ David Horing, Vice President	08/25/2014				
**Signature of Reporting Person	Date				
American Securities Partners V, L.P. By: American Securities Associates V, LLC, its general partner By: /s/ David Horing, as Managing Member					
**Signature of Reporting Person	Date				
American Securities Partners V(B), L.P. By: American Securities Associates V, LLC, its general partner By: /s/ David Horing, as Managing Member	08/25/2014				
**Signature of Reporting Person	Date				
American Securities Partners V(C), L.P. By: American Securities Associates V, LLC, its general partner By: /s/ David Horing, as Managing Member	08/25/2014				
**Signature of Reporting Person	Date				
American Securities Associates V, LLC By: /s/ David Horing, as Managing Member	08/25/2014				
**Signature of Reporting Person	Date				
American Securities LLC By: /s/ David Horing, as Managing Director	08/25/2014				
**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).
- The shares are directly owned by ASP ADS Investco, LLC ("ASPADS") and may also be deemed to be indirectly beneficially owned by:

  (i) American Securities Partners V, L.P., American Securities Partners V(B), L.P. and American Securities Partners V(C), L.P. (each, a "Sponsor"), the owners of membership interests in ASPADS; and (ii) American Securities Associates V, LLC ("GP"), the general partner of each Sponsor. American Securities LLC provides investment advisory services to each Sponsor.
- Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of such Reporting Person's pecuniary (2) interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (3) Sold pursuant to an exercise of underwriters' overallotment option.

#### **Remarks:**

Exhibit 99.1 Joint Filer Information, incorporated herein by reference.

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.

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