GLOBAL BRASS & COPPER HOLDINGS, INC.

Form 4 April 04, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

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

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Micchelli Robert T

475 N. MARTINGALE

2. Issuer Name and Ticker or Trading

Symbol

GLOBAL BRASS & COPPER

HOLDINGS, INC. [BRSS] (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 04/03/2014

ROAD, SUITE 1050

(First)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Director 10% Owner _X__ Officer (give title Other (specify

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

SCHAUMBURG, IL 60173

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	od of (D) 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	04/03/2014		Code V A(1)	Amount 7,814	(D)	Price	27,970	D	
Common Stock, par value \$0.01 per share	04/03/2014		A(2)	1,355	A	\$ 0	29,325	D	
Common Stock, par value \$0.01	04/03/2014		F(3)	455	D	\$ 16.06	28,870	D	

per share

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. Transactio Code (Instr. 8)	5. Number of or 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	Amoun or Numbe of Shar
Stock Option (right to buy)		04/03/2014		A	16,427	<u>(5)</u>	04/03/2024	Common Stock, par value \$0.01 per share	16,42
Performance Shares/Units	<u>(6)</u>	04/03/2014		A <u>(7)</u>	2,708	<u>(7)</u>	<u>(7)</u>	Common Stock, par value \$0.01 per share	2,708

Reporting Owners

Reporting Owner Name / Address	Relationships						
Fg • ,	Director	10% Owner	Officer	Other			
Micchelli Robert T 475 N. MARTINGALE ROAD SUITE 1050 SCHAUMBURG, IL 60173			Chief Financial Officer				
Signatures							
/s/ Scott B. Hamilton, Attorney-in-Fact	04	4/04/2014					
**Signature of Reporting Person		Date					

Reporting Owners 2

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) The Common Stock is restricted as of the date of grant. The shares will vest and become unrestricted in three equal installments over three years. The first third of the shares will vest on April 3, 2015, the second third on April 3, 2016 and the last third on April 3, 2017.
- Settlement of non-derivative performance shares for the performance period ending December 31, 2013, granted under the Global Brass (2) and Copper Holdings, Inc. Omnibus Equity Incentive Plan and exempt from liability under Section 16(b) of the Securities Exchange Act pursuant to Rule 16b-3(d).
- (3) Shares withheld to satisfy minimum tax withholding requirements upon vesting of performance shares.
- None of the options are vested or exercisable on the date of grant. The options will vest in three equal installments over three years. The (4) first third of the options vest and become exercisable on April 3, 2015, the second third on April 3, 2016 and the last third on April 3,
- (5) The options are exercisable immediately upon vesting. See footnote (4).
- (6) Converts to common stock on a 1-for-1 basis.
 - Performance shares/units were acquired upon conversion of non-derivative performance shares for the performance period ending
- (7) December 31, 2013. One third of the performance shares vested and settled into shares of common stock as reported in footnote (2) above, with the remaining performance shares convertible into shares of common stock on a 1-for-1 basis based on continued service by the insider, with one half vesting and settling in shares on April 3, 2015 and one half vesting and settling in shares on April 3, 2016.

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.