

ADVANCED DRAINAGE SYSTEMS, INC.

Form 3

July 24, 2014

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*  
Â ADVANCED DRAINAGE  
SYSTEMS, INC. EMPLOYEE  
STOCK OWNERSHIP PLAN

(Last) (First) (Middle)

C/O ADVANCED DRAINAGE  
SYSTEMS, INC.,Â 4640  
TRUEMAN BOULEVARD

(Street)

HILLARD,Â OHÂ 43026

(City) (State) (Zip)

2. Date of Event Requiring  
Statement  
(Month/Day/Year)  
07/24/20143. Issuer Name **and** Ticker or Trading Symbol  
ADVANCED DRAINAGE SYSTEMS, INC. [WMS]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)5. If Amendment, Date Original  
Filed(Month/Day/Year)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 Beneficially Owned**1. 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)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 of5. Ownership  
Form of  
Derivative6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
2.50% Cumulative Convertible Voting Preferred Stock	Â (1)	Â (1)	Common Stock	20,099,093 (2)	\$ (2)	D (3)	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADVANCED DRAINAGE SYSTEMS, INC. EMPLOYEE STOCK OWNERSHIP PLAN C/O ADVANCED DRAINAGE SYSTEMS, INC. 4640 TRUEMAN BOULEVARD HILLARD, OH 43026	Â	Â X	Â	Â

## Signatures

Anthony E. Hunter, Vice President, Fifth Third Bank of Columbus, Ohio as Trustee for:  
Advanced Drainage Systems, Inc. Employee Stock Ownership Plan and Trust /s/ Anthony E.  
Hunter

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 shares of 2.50% Cumulative Convertible Voting Preferred Stock ("Convertible Preferred Stock") have no expiration date and are convertible at any time at the election of the trustee of the Advanced Drainage Systems, Inc. Employee Stock Ownership Plan/Employee Stock Ownership Trust ("ESOP"). Each share of Convertible Preferred Stock will automatically convert immediately upon distribution to ESOP participants or a transfer to any person other than the trustee.
  - (2) The ESOP trustee holds 26,129,868 shares of Convertible Preferred Stock. Upon conversion, each share of Convertible Preferred Stock will convert into 0.7692 shares of Common Stock.
  - (3) The ESOP trustee holds all of the Issuer's Convertible Preferred Stock, 8,404,702 shares of which are allocated to the accounts of ESOP participants, and 17,725,166 shares of which remain unallocated as of the date of this filing.

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.