

GLOBAL BRASS & COPPER HOLDINGS, INC.

Form 4

February 13, 2017

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 *
TOLER WILLIAM G

2. Issuer Name and Ticker or Trading Symbol
GLOBAL BRASS & COPPER HOLDINGS, INC. [BRSS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
475 N. MARTINGALE ROAD, SUITE 1050
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President - GBC Metals, LLC

SCHAUMBURG, IL 60173

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Following 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)	Price			
				Code	V	Amount		
Common Stock, par value \$0.01 per share ⁽¹⁾	02/09/2017		A	3,135	A	\$ 0	35,428	D
Common Stock, par value \$0.01 per share ⁽²⁾	02/11/2017		F	545	D	\$ 33.85	34,883	D
Common Stock, par value \$0.01	02/12/2017		F	704	D	\$ 33.85	34,179	D

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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 February 9, 2018, the second third on February 9, 2019 and the last third on February 9, 2020.

(2) Shares withheld by the Issuer to satisfy the minimum tax withholding requirements upon vesting of certain restricted stock granted on February 11, 2016 that vest in three equal installments on the first three anniversaries of the grant date.

(3) Shares withheld by the Issuer to satisfy the minimum tax withholding requirements upon vesting of certain restricted stock granted on February 12, 2015 that vest in three equal installments on the first three anniversaries of the grant date.

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 February 9, 2018, the second third on February 9, 2019 and the last third on February 9, 2020.

(5) The options are exercisable immediately upon vesting. See footnote (4).

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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