

JONES ROSS M
Form 4
July 26, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
JONES ROSS M

2. Issuer Name and Ticker or Trading
Symbol
ADVANCED DRAINAGE
SYSTEMS, INC. [WMS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
07/24/2018

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

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

(Street)

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

HILLIARD, OH 43026

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/24/2018		A	4,825 A \$ 0	4,825	D	
Common Stock					8,850,156	I	See Footnotes (1) (2)
Common Stock					81,801	I	Berkshire Investors III LLC (3)
Common					81,818	I	Berkshire

Stock

Investors
IV LLC ⁽⁴⁾

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. 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JONES ROSS M
C/O ADVANCED DRAINAGE SYSTEMS, INC.
4640 TRUAMAN BOULEVARD
HILLIARD, OH 43026

X

Signatures

/s/ Ross M. Jones, by Scott A. Cottrill as
attorney-in-fact

07/26/2018

**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) Represents shares held by Berkshire Fund IX, L.P. ("BF IX"), Berkshire Fund IX-A, L.P. ("BF IX-A"), Stockbridge Fund, L.P. ("SF"), Stockbridge Absolute Return Fund, L.P. ("SARF") and certain other accounts. Ninth Berkshire Associates LLC ("9BA"), is the general partner of BF IX and BF IX-A and Stockbridge Associates LLC ("SA") is the general partner of SF and SARF. Berkshire Partners LLC ("BP") is the investment adviser to BF IX and BF IX-A and Stockbridge Partners LLC ("SP") is the investment adviser to SF, SARF and such certain other accounts. Berkshire Partners Holdings LLC ("BPH") is the general partner of BPSP, L.P. ("BPSP"), which is the

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managing member of BP and SP.

(continued from Footnote 1) The Reporting Person is a managing member of BPH, BPSP, BP, SP, 9BA and SA. By virtue of the relationships described in the preceding sentences, the Reporting Person may be deemed to share beneficial ownership with respect to the

(2) shares of common stock held by BF IX, BF IX-A, SF, SARF and such other accounts. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

Represents shares held by Berkshire Investors III LLC ("BI III"). The Reporting Person is a managing member of BI III. By virtue of the relationship described in the preceding sentence, the Reporting Person may be deemed to share beneficial ownership with respect to the

(3) shares of common stock held by BI III. The Reporting Person disclaims beneficial ownership of the shares held by BI III, except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

Represents shares held by Berkshire Investors IV LLC ("BI IV"). The Reporting Person is a managing member of BI IV. By virtue of the relationship described in the preceding sentence, the Reporting Person may be deemed to share beneficial ownership with respect to the

(4) shares of common stock held by BI IV. The Reporting Person disclaims beneficial ownership of the shares held by BI IV, except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

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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