

GLOBAL BRASS & COPPER HOLDINGS, INC.

Form 4

October 02, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHAPIRO DAVID

(Last) (First) (Middle)

**C/O GLOBAL BRASS & COPPER
HOLDINGS, INC., 475 N.
MARTINGALE RD., SUITE 1050**

(Street)

SCHAUMBURG, IL 60173

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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, par value \$0.01 per share | 10/01/2013 | | S | 5,750,000 | D \$ 15.7163 | 7,310,000 | I |
| | | | | | | | See Footnotes (1) (2) |

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

**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**

SEC 1474
(9-02)

number.

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 Reported 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

SHAPIRO DAVID
C/O GLOBAL BRASS & COPPER HOLDINGS, INC.
475 N. MARTINGALE RD., SUITE 1050
SCHAUMBURG, IL 60173

X

Signatures

/s/ Scott B. Hamilton,
Attorney-in-Fact

10/02/2013

__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) Halkos Holdings, LLC is a 10%+ shareholder of Global Brass and Cooper Holdings, Inc. KPS Special Situations Fund II, L.P., KPS Special Situations Fund II (A), L.P., KPS Special Situations Fund III, LP and KPS Special Situations Fund III (A), L.P. are collectively majority members of Halkos Holdings, LLC. KPS Investors III, Ltd. is the general partner of KPS Special Situations Fund III (A), L.P. and KPS Capital Partners, LLC is the controlling shareholder of KPS Investors III, Ltd. KPS Investors III, L.P. is the general partner of KPS Special Situations Fund III, L.P. and KPS Capital Partners, LLC is the general partner of KPS Investors III, L.P. KPS Investors II, L.P. is the general partner of KPS Special Situation Fund II, L.P. and KPS Special Situations Fund II (A), L.P. KPS Investors II GP, LLC is the general partner of KPS Investors II, L.P. The reporting person holds a non-controlling interest in KPS Investors II GP, LLC and KPS Capital Partners, LLC.

- (2) The reporting person disclaims beneficial ownership of any shares of Global Brass and Copper Holdings, Inc. that may be held by Halkos Holdings, LLC, KPS Capital Partners, LLC and its affiliates or KPS Investors II GP, LLC and its affiliates. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities of the Issuer for purposes of Section 16 of the Exchange Act except to the extent of any pecuniary interest therein.

Remarks:

Scott B. Hamilton is General Counsel and Corporate Secretary of Global Brass and Copper Holdings, Inc.

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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