

Schnauer Erich S
 Form 4
 August 20, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Schnauer Erich S

(Last) (First) (Middle)

C/O RYERSON HOLDING CORPORATION, 227 W. MONROE ST., 27TH FLOOR

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Ryerson Holding Corp [RYI]

3. Date of Earliest Transaction (Month/Day/Year)
 08/16/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ 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 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 Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock par value \$0.01 per share	08/17/2018		M	A	660	\$ 0 (1)	26,605	D
Common Stock par value \$0.01 per share	08/17/2018		A	A	3,417	\$ 0 (1)	30,022	D

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. Amount or Number of Shares
Restricted Stock Units	(3)	08/16/2018		A	3,417	(2) (2)	Common Stock	3,417
Restricted Stock Units	(3)	08/17/2018		M	660	(4) (4)	Common Stock	660
Restricted Stock Units	(3)	08/17/2018		M	3,417	(2) (2)	Common Stock	3,417

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Schnauffer Erich S
C/O RYERSON HOLDING CORPORATION
227 W. MONROE ST., 27TH FLOOR
CHICAGO, IL 60606

Chief Financial Officer

Signatures

/s/ Camilla Rykke Merrick,
attorney-in-fact

08/20/2018

**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) Shares received upon the vesting of restricted stock units.

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Represents shares received or that will be received in respect of performance-based restricted stock units granted on August 17, 2015.

- Each performance-based restricted stock unit became vested on August 17, 2018, which was the later of (i) the third anniversary of the
- (2) grant date, and (ii) the date the compensation committee certified the achievement of the applicable performance objectives in accordance with the underlying award agreement. The compensation committee certified the achievement of the applicable performance objectives on August 16, 2018. Vested shares will be delivered to the reporting person not later than 60 days following the vesting date.
 - (3) Each restricted stock unit represents a contingent right to receive one share of common stock of Ryerson Holding Corporation.
- On August 17, 2015, the reporting person was granted 3,480 restricted stock units, of which 1,500 vested on August 31, 2015, 660 vested
- (4) on August 17, 2016, 660 vested on August 17, 2017, and 660 vested on August 17, 2018. Vested shares will be delivered to the reporting person not later than 60 days following such vesting dates.
 - (5) The restricted stock units reported as disposed herein were settled for shares of common stock of Ryerson Holding Corporation.

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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