

CSW INDUSTRIALS, INC.
Form 4
October 16, 2015

FORM 4

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

OMB APPROVAL

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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 *
TACKE KELLY

(Last) (First) (Middle)

5400 LYNDON B. JOHNSON
FREEWAY,, SUITE 1300

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CSW INDUSTRIALS, INC. [CSWI]

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

10/14/2015

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)

See Remarks

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 23.11	10/14/2015	A ⁽¹⁾	10,043					⁽²⁾	01/20/2024	Common Stock	10,043
Stock Options (right to buy)	\$ 23.11	10/14/2015	A ⁽¹⁾	14,854					⁽³⁾	01/20/2024	Common Stock	14,854
Stock Options (right to buy)	\$ 25.23	10/14/2015	A ⁽¹⁾	85,981					⁽⁴⁾	08/28/2024	Common Stock	85,981

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TACKE KELLY 5400 LYNDON B. JOHNSON FREEWAY, SUITE 1300 DALLAS, TX 75240				See Remarks

Signatures

/s/ Kelly Tacke 10/16/2015
 **Signature of Date
 Reporting Person

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) Grant of stock options received in connection with the spin-off of Issuer from Capital Southwest Corporation ("CSWC") on September 30, 2015 (the "Spin-Off") and converted from CSWC stock options held by the Reporting Person as of the Spin-Off pursuant to the Amended and Restated Employee Matters Agreement between CSWC and the Issuer, dated September 14, 2015.
 - (2) One-fifth of the stock options are vested. The remaining four-fifths of the options will vest in four equal annual installments beginning January 20, 2016.
 - (3) One-fifth of the stock options are vested. The remaining four-fifths of the options will vest in four equal annual installments beginning January 20, 2016.
 - (4) One-third of the stock options will vest on the 90th day following the Spin-Off (the "Trigger Event Date"), one-third of the stock options with vest on the first anniversary of the Trigger Event Date and one-third of the stock options will vest on the second anniversary of the

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Trigger Event Date.

Remarks:

Chief Financial Officer, Treasurer and Secretary

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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