

Ryerson Holding Corp  
Form 4  
April 04, 2017

**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 \*  
Schnauffer 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)  
03/31/2017

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 Ownership (Instr. 4) |
|-------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                           |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                             |
| Common Stock (par value \$0.01 per share) | 03/31/2017                           |                                                    | M                              |                                                                   | 2,750                                                                                         | A                                                        | \$ 0<br>(1)                       |
|                                           |                                      |                                                    |                                |                                                                   | 14,060                                                                                        | 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)

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**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) |                  |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)                                                           | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
| Restricted Stock Units                     | (2)                                                    | 03/31/2017                           |                                                    | M                              |                                                                                         |                                                          | 2,750                                                         | (3)              | (3)             | Common Stock | 2,750                      |
| Restricted Stock Units                     | (2)                                                    | 03/31/2017                           |                                                    | A                              |                                                                                         | 25,000                                                   |                                                               | (5)              | (5)             | Common Stock | 25,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                              | Relationships |           |                         |       |
|-------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                                             | Director      | 10% Owner | Officer                 | Other |
| Schnauffer Erich S<br>C/O RYERSON HOLDING CORPORATION<br>227 W. MONROE ST., 27TH FLOOR<br>CHICAGO, IL 60606 |               |           | Chief Financial Officer |       |

## Signatures

Camilla Rykke  
Merrick

04/04/2017

\*\*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.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock of Ryerson Holding Corporation.  
On March 31, 2016, the reporting person was granted 8,250 restricted stock units, of which one-third vested March 31, 2017. Of the
- (3) remaining unvested restricted stock units, one-third vest on March 31, 2018 and one-third vest on March 31, 2019. Vested shares will be delivered to the reporting person not later than 60 days following such vesting dates.
- (4) The restricted stock units reported as disposed herein were settled for shares of common stock of Ryerson Holding Corporation.  
On March 31, 2017, the reporting person was granted 25,000 restricted stock units, of which one-third vest on March 31, 2018, one-third
- (5) vest on March 31, 2019 and one-third vest on March 31, 2020. Vested shares will be delivered to the reporting person not later than 60 days following such vesting dates

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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