

Schnaufer Erich S
 Form 4
 April 02, 2019

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 *
 Schnaufer 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)
 03/31/2019

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)
 Chief Financial Officer

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock (par value \$0.01 per share)	03/31/2019		M		2,750	A	\$ 0 (1)
Common Stock (par value \$0.01 per share)	03/31/2019		M		2,750	A	\$ 0 (1)
Common Stock (par value \$0.01 per share)	03/31/2019		M		2,475	A	\$ 0 (1)

per share)

Common Stock (par value \$0.01 per share)	03/31/2019	M	16,750	A	<u>\$ 0</u> (1)	59,247	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(2)	03/31/2019		M	2,750	(3) (3)	Common Stock 2,750
Restricted Stock Units	(2)	03/31/2019		M	2,750	(5) (5)	Common Stock 2,750
Restricted Stock Units	(2)	03/31/2019		M	2,475	(6) (6)	Common Stock 2,475
Restricted Stock Units	(2)	03/31/2019		M	16,750	(7) (7)	Common Stock 16,750
Restricted Stock Units	(2)	03/31/2019		A	6,600	(8) (8)	Common Stock 6,600

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Schnauffer Erich S
C/O RYERSON HOLDING CORPORATION

Chief Financial Officer

227 W. MONROE ST., 27TH FLOOR
CHICAGO, IL 60606

Signatures

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

04/02/2019

**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 2,750 vested on March 31, 2017, 2,750 vested on March 31, 2018 and 2,750 vested 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 8,250 restricted stock units, of which 2,750 vested on March 31, 2018 and 2,750 vested on March 31, 2019. The remaining 2,750 unvested restricted stock units will vest on March 31, 2020. Vested shares will be delivered to the reporting person not later than 60 days following such vesting dates.

On March 31, 2018, the reporting person was granted 7,425 restricted stock units, of which 2,475 vested on March 31, 2019. Of the remaining unvested restricted stock units, 2,475 will vest on March 31, 2020 and 2,475 will vest on March 31, 2021. Vested shares will be delivered to the reporting person not later than 60 days following such vesting dates.

Represents shares received or that will be received in respect of performance-based restricted stock units granted on March 31, 2016. Each performance-based restricted stock unit became vested on March 31, 2019, which was the later of (i) the third anniversary of the 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 March 20, 2019. Vested shares will be delivered to the reporting person not later than 60 days following the vesting date.

On March 31, 2019, the reporting person was granted 6,600 restricted stock units, of which 2,200 will vest on March 31, 2020, 2,200 will vest on March 31, 2021 and 2,200 will vest on March 31, 2022. 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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