

AZZ INC  
Form 3  
July 21, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Bacius Chris M.		(Month/Day/Year)	AZZ INC [AZZ]	
(Last)	(First)	(Middle)	07/14/2015	
ONE MUSEUM PLACE, SUITE 500,Â 3100 WEST 7TH STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)	(Check all applicable)			
	<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner		
	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other	6. Individual or Joint/Group Filing(Check Applicable Line)	
	(give title below) (specify below)		_X_ Form filed by One Reporting Person	
	VP, Corporate Development		___ Form filed by More than One Reporting Person	
FORT WORTH,Â TXÂ 76107				
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
COMMON STOCK	1,199	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
STOCK APPRECIATION RIGHTS	Â (1)	09/02/2021	COMMON STOCK	2,724	\$ (2)	D	Â
Restricted Stock Units	Â (3)	Â (3)	COMMON STOCK	990	\$ (4)	D	Â
Restricted Stock Units	Â (5)	Â (5)	COMMON STOCK	1,138	\$ (4)	D	Â
Performance Share Units	Â (6)	Â (6)	COMMON STOCK	1,138	\$ (7)	D	Â
Restricted Stock Units	Â (8)	Â (8)	COMMON STOCK	1,650	\$ (4)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bacius Chris M. ONE MUSEUM PLACE, SUITE 500 3100 WEST 7TH STREET FORT WORTH, TX 76107	Â	Â	Â VP, Corporate Development	Â

## Signatures

/s/ Tara D. Mackey, attorney-in-fact for Chris M. Bacius

07/21/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) The stock appreciate rights (SARs) shall vest over a three year period with 1/3 vesting each of the first, second and third anniversaries beginning on March 1, 2015.
  - (2) The SARs are settled in shares of AZZ common stock in an amount equal to the excess value of the grant date price over the exercise price.
  - (3) The restricted stock units (RSUs) shall vest over a three year period with one-third of the RSUs vesting on each of the following dates: March 1, 2015, March 1, 2016 and March 1, 2017.
  - (4) Each RSU represents a contingent right to receive one share of AZZ common stock.
  - (5) Pursuant to the Issuer's 2014 Long Term Incentive Plan (the "2014 Plan"), the RSUs will vest over a three year period with 1/3 of the RSUs vesting each of the first, second and third anniversaries beginning on April 27, 2016.
- The performance share units (PSUs) are issued under AZZ's 2014 Plan. The PSUs will vest and become payable, if at all, on the third anniversary from the date of grant, ranging from 0% to 200% based on AZZ achieving a 8.5% target average adjusted return on assets
- (6) from March 1, 2015 to February 28, 2018. In addition, target awards will be subject to a multiplier based on AZZ's total shareholder return for the three year period ranking within the top quartile relative to each company in a custom industry peer group for the same period up to a maximum of 250% of the target award. The number of PSUs reported reflects the target award amount.

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- (7) Each PSU represents a contingent right to receive shares of AZZ common stock with the actual number varying based on achieved results.
- (8) The RSUs shall vest ratably over a two-year period beginning March 1, 2015. The award will be fully vested on March 1, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.