Milacron Holdings Corp. Form 3/A February 22, 2017

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 *

Davis Waters S IV

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

02/22/2017

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

C/O MILACRON HOLDINGS CORP., Â 10200 ALLIANCE

ROAD. SUITE 200

(Street)

Milacron Holdings Corp. [MCRN]

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year) 06/24/2015

(Check all applicable)

10% Owner _X_ Director Officer _ Other (give title below) (specify below)

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

CINCINNATI, OHÂ 45242

(City)

(State)

(Zip)

1. Title of Security (Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form:

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1473 (7-02)

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**

Exercisable

(Month/Day/Year)

Date

3. Title and Amount of Securities Underlying Derivative Security

Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 4)

Expiration Title

Amount or Number of Derivative Security

Security: Direct (D)

1

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Shares or Indirect
(I)
(Instr. 5)

Option (right to buy) $\hat{A} \stackrel{(1)}{=} 08/07/2023 \stackrel{Common}{stock} 59,953 \stackrel{(2)}{=} 6.64 D \hat{A}

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Davis Waters S IV

C/O MILACRON HOLDINGS CORP.
10200 ALLIANCE ROAD, SUITE 200

CINCINNATI, OHÂ 45242

Signatures

/s/ Hugh O'Donnell, as Attorney-in-Fact for Waters S.
Davis

**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) These options will vest over five years, at a rate of 20% per year, beginning on the first anniversary of the grant date, August 7, 2013, and immediately vest upon a change of control.

02/22/2017

(2) The beneficial ownership of shares were mistakenly reported in the reporting person's original Form 3. This amended Form 3 is filed solely to correct the number of options owned by the reporting person.

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.

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