

Milacron Holdings Corp.
Form 4
May 11, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
CCMP Capital, LP

2. Issuer Name and Ticker or Trading Symbol
Milacron Holdings Corp. [MCRN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CCMP CAPITAL ADVISORS, LP, 277 PARK AVENUE, 27TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2017

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)
NEW YORK, NY 10172

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share ("Common Stock")	05/09/2017		S		11,569,190 (6)	D	\$ 16.51
					18,519,217	D	(1) (2) (3)
Common Stock	05/09/2017		S		10,208,508 (6)	D	\$ 16.51
					16,341,123	D	(1) (2) (3) (4)
Common Stock	05/09/2017		S		1,360,682 (6)	D	\$ 16.51
					2,178,094	D	(1) (2) (3) (5)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CCMP Capital, LP C/O CCMP CAPITAL ADVISORS, LP 277 PARK AVENUE, 27TH FLOOR NEW YORK, NY 10172		X		
CCMP Capital GP, LLC C/O CCMP CAPITAL ADVISORS, LP 277 PARK AVENUE, 27TH FLOOR NEW YORK, NY 10172		X		
CCMP Capital Investors II, L.P. C/O CCMP CAPITAL, LP 277 PARK AVENUE, 27TH FLOOR NEW YORK, NY 10172		X		
CCMP Capital Investors (Cayman) II, L.P. C/O INTERTRUST CORP SVCS (CAYMAN) LTD. 190 ELGIN AVENUE GEORGETOWN, E9 KY1-9005		X		
CCMP Capital Associates, L.P. C/O CCMP CAPITAL, LP		X		

277 PARK AVENUE, 27TH FLOOR
NEW YORK, NY 10172

CCMP Capital Associates GP, LLC
C/O CCMP CAPITAL, LP
277 PARK AVENUE, 27TH FLOOR
NEW YORK, NY 10172

X

Signatures

CCMP CAPITAL, LP, By: CCMP Capital GP, LLC, its General Partner, By: /s/ Richard G. Jansen, Managing Director and General Counsel	05/11/2017
__Signature of Reporting Person	Date
CCMP CAPITAL GP, LLC, By: /s/ Richard G. Jansen, Managing Director and General Counsel	05/11/2017
__Signature of Reporting Person	Date
CCMP CAPITAL INVESTORS II, L.P., By: CCMP Capital Associates, L.P., its General Partner, By: CCMP Capital Associates GP, LLC, its General Partner, By: /s/ Richard G. Jansen, Managing Director and General Counsel	05/11/2017
__Signature of Reporting Person	Date
CCMP CAPITAL INVESTORS (CAYMAN) II, L.P., By: CCMP Capital Associates, L.P., its General Partner, By: CCMP Capital Associates GP, LLC, its General Partner, By: /s/ Richard G. Jansen, Managing Director and General Counsel	05/11/2017
__Signature of Reporting Person	Date
CCMP CAPITAL ASSOCIATES, L.P. , By: CCMP Capital Associates GP, LLC, its General Partner, By: /s/ Richard G. Jansen, Managing Director and General Counsel	05/11/2017
__Signature of Reporting Person	Date
CCMP CAPITAL ASSOCIATES GP, LLC, By: /s/ Richard G. Jansen, Managing Director and General Counsel	05/11/2017
__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) 1. This Form 4 is being filed by (i) CCMP Capital Investors II, L.P. ("CCMP Capital Investors"), (ii) CCMP Capital Investors (Cayman) II, L.P. ("CCMP Cayman" and together with CCMP Capital Investors, the "CCMP Capital Funds"), (iii) CCMP Capital Associates, L.P. ("CCMP Capital Associates"), the general partner of the CCMP Capital Funds, (iv) CCMP Capital Associates GP, LLC ("CCMP Capital Associates GP"), the general partner of CCMP Capital Associates, (v) CCMP Capital, LP ("CCMP Capital"), the owner of CCMP Capital Associates GP, and (vi) CCMP Capital GP, LLC ("CCMP Capital GP"), the general partner of CCMP Capital (CCMP Capital GP and CCMP Capital, together with the CCMP Capital Funds, CCMP Capital Associates and CCMP Capital Associates GP, the "Reporting Persons"). The amount of securities indicated in the first row of Table I reflects the aggregate amount of shares beneficially owned by the CCMP Capital Funds. *See* footnotes (4) and (5).
- (2) Each of CCMP Capital Associates, CCMP Capital Associates GP, CCMP Capital and CCMP Capital GP may be deemed, pursuant to Rule 13d-3 under the Securities Exchange Act of 1934 (the "Exchange Act"), to beneficially own the shares of Milacron Holdings Corp. (the "Issuer") reported herein held by the CCMP Capital Funds. The actual pro rata portion of beneficial ownership of any such shares held by the CCMP Capital Funds that may be deemed attributable to CCMP Capital Associates, CCMP Capital Associates GP, CCMP Capital and CCMP Capital GP is not readily determinable because it is subject to several variables, including the internal rate of return within the CCMP Capital Funds.
- (3) The Reporting Persons disclaim beneficial ownership of the securities to the extent it exceeds their pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the

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purposes of Section 16 of the Exchange Act or otherwise. The amount shown represents the beneficial ownership of the Issuer's Common Stock held by the Reporting Persons as a group. Information with respect to each Reporting Person is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

- (4) The amount shown represents the beneficial ownership of shares of the Issuer's Common Stock owned by CCMP Capital Investors II, L.P.
- (5) The amount shown represents the beneficial ownership of shares of the Issuer's Common Stock owned by CCMP Capital Investors (Cayman) II, L.P.
- (6) The shares of Common Stock were sold by the Reporting Persons in a registered secondary offering pursuant to an underwriting agreement entered into on May 3, 2017.

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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