

Milacron Holdings Corp.
Form 4
May 17, 2016

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 *
GALLAGHER JOHN J III

(Last) (First) (Middle)

**C/O MILACRON HOLDINGS
CORP., 3010 DISNEY STREET**

(Street)

CINCINNATI, OH 45209

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2016

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)
Former 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	05/15/2016		D	10,156 D	\$ 0 3,907 ⁽¹⁾	D	
Common Stock, par value \$0.01 per share					140,025	I	Held by Stellar CJS Holdings, LLC ⁽²⁾

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

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Option (right to buy)	\$ 6.64	05/15/2016		D ⁽³⁾	59,953	11/27/2013 11/27/2022	Common Stock	59,953
Option (right to buy)	\$ 6.64	05/15/2016		A ⁽³⁾	59,953	05/15/2016 11/27/2022	Common Stock	59,953

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALLAGHER JOHN J III C/O MILACRON HOLDINGS CORP. 3010 DISNEY STREET CINCINNATI, OH 45209				Former Officer

Signatures

/s/Hugh O'Donnell, as Attorney-in-Fact for John J. Gallagher III

05/17/2016

__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) Reflects the forfeiture of 10,156 shares previously reported as restricted stock that were subject to vesting and forfeiture, and the vesting of 3,907 previously restricted shares, in connection with the termination of the Reporting Person's employment.
 - (2) These securities are directly held by Stellar CJS Holdings, LLC, of which Mr. Gallagher and his spouse are the sole members, and may be deemed to be held by the Reporting Person.
 - (3) The two reported transactions involved the amendment of an outstanding option in conjunction with the termination of the Reporting Person's employment, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The "old" option was originally granted on November 27, 2012 for a total of 59,953 shares and provided for vesting in five equal annual installments; three of such installments (for a total of 35,971 shares) have now vested. Accordingly the "new" option will be immediately exercisable as to

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35,971 shares and will become exercisable as to 11,991 shares on each of November 27, 2016 and 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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