

Boots Ira G  
Form 4  
December 14, 2017

**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 \*  
Boots Ira G

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/13/2017

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

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

(Street)

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

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

CINCINNATI, OH 45242

(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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock, par value \$0.01 per share ("Common Stock")	12/13/2017		M	24,300	A	\$ 6.64	24,300	I	Held by Boots Family Trust #1 (1)
Common Stock	12/13/2017		S	24,300	D	\$ 18.2586 (2)	0	I	Held by Boots Family Trust #1 (1)

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Common Stock 39,989 <sup>(3)</sup> D

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

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 6.64	12/13/2017		M	24,300	<sup>(4)</sup> 04/30/2022	Common Stock	24,300

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boots Ira G C/O MILACRON HOLDINGS CORP. 10200 ALLIANCE ROAD, SUITE 200 CINCINNATI, OH 45242	X			

## Signatures

/s/Hugh O'Donnell, as Attorney-in-Fact for Ira G. Boots  
12/14/2017  
\*\*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) The securities were directly held by the Boots Family Trust #1, of which Mr. Boots is the sole trustee, for the benefit of Mr. Boots' spouse, parents, siblings or lineal descendants, and may be deemed to be held by the Reporting Person.

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Weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.25 to \$18.42, inclusive. The reporting person undertakes to provide to Milacron Holdings Corp., any security holder of Milacron Holdings Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote. These sales were effected pursuant to a Rule 10b5-1 trading plan adopted more than six months prior to the transaction date.

- (2)
- (3) Includes 13,595 restricted stock units that represent the right to receive, at settlement, one share of common stock, which are subject to vesting and forfeiture and which vest on February 27, 2018. Prior to vesting, the restricted stock units do not include any voting rights.
- (4) The option was granted on 4/30/2012 and this amount was vested in full as of the transaction date.

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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