

Summit Materials, Inc.
Form 4
December 12, 2016

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 *
GARDNER TED A

(Last) (First) (Middle)

C/O SUMMIT MATERIALS,
INC., 1550 WYNKOOP STREET,
3RD FLOOR

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Summit Materials, Inc. [SUM]

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2016

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)

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 Ownership (Instr. 4)
Class A Common Stock	12/08/2016		C	1,000,000 A	\$ 1,000,000	I	See Footnote (2)
Class A Common Stock	12/12/2016		S	1,000,000 D	\$ 24.20 (3)	I	See Footnote (2)
Class A Common Stock	12/12/2016		C	611,000 A	\$ 611,000	I	See Footnote (2)
Class A Common Stock	12/12/2016		S	611,000 D	\$ 0	I	See

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Common Stock	23.85 <u>(4)</u>	Footnote <u>(2)</u>
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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
LP Units of Summit Materials Holdings L.P.	<u>(1)</u>	12/08/2016		C	1,000,000	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	1,000,000
LP Units of Summit Materials Holdings L.P.	<u>(1)</u>	12/12/2016		C	611,000	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	611,000
LP Units of Summit Materials Holdings L.P.	<u>(1)</u>					<u>(1)</u>	<u>(1)</u>	Class A Common Stock	202,572

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GARDNER TED A
C/O SUMMIT MATERIALS, INC.
1550 WYNKOOP STREET, 3RD FLOOR
DENVER, CO 80202

X

Signatures

/s/Anne Lee Benedict, as
Attorney-in-Fact

12/12/2016

__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).

- Pursuant to the terms of an exchange agreement, dated as of March 11, 2015, the limited partnership units of Summit Materials Holdings L.P. ("LP Units") reported herein are exchangeable from and after the first anniversary of the closing of the issuer's initial public offering
- (1) (subject to the terms of the exchange agreement and vesting requirements, including certain vesting events more fully described in the issuer's Registration Statement on Form S-1 (File No. 333-201058)) for shares of the issuer's Class A common stock on a one-for-one basis.
 - (2) Reflects securities held by certain investment funds affiliated with Silverhawk Summit, L.P. ("Silverhawk"). Mr. Gardner, a managing partner and co-founder of Silverhawk, may be deemed to have beneficial ownership of the securities of the issuer held by Silverhawk.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$24.00 to \$24.37, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, 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 range set forth above.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$23.85 to \$23.89, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, 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 range set forth above.
 - (4) Reflects securities held by a limited liability company controlled by Mr. Gardner.
 - (5)

Remarks:

The Reporting Person disclaims beneficial ownership of the securities reported herein as indirectly beneficially owned, except

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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