

Summit Materials, Inc.  
 Form 424B2  
 July 15, 2016  
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Filed pursuant to Rule 424(b)(2)  
 Registration No. 333-210730

### CALCULATION OF REGISTRATION FEE

<b>Title of Each Class of Securities</b>	<b>Amount to be Registered</b>	<b>Offering Price Per Share</b>	<b>Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Class A Common Stock, par value \$0.01 per share	12,500,000(1)	\$20.75	\$259,375,000 (2)	\$606.58 (2)(3)

- (1) Includes 12,209,704 shares of class A common stock for which Summit Materials, Inc. previously paid the registration fees and 290,296 shares of class A common stock for which it is paying the registration fees herewith.
- (2) In connection with the filing of its Registration Statement on Form S-3 (File No. 333-210730) Summit Materials, Inc. paid the registration fee in advance for 41,169,805 shares of Class A common stock held by selling stockholder identified therein, including 12,209,704 of the shares of Class A common stock offered hereby. The remaining 290,296 shares of Class A common stock registered hereby are in addition to the 41,169,805 shares of class A common stock for which the registration fees were paid in advance. Accordingly, a fee of \$606.58 is being paid herewith with respect such 290,296 shares of Class A common stock, representing \$6,023,642 of the total maximum aggregate offering price.
- (3) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

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**Prospectus Supplement**

**(To Prospectus dated April 13, 2016)**

**12,500,000 Shares**

**Summit Materials, Inc.**

**Class A Common Stock**

The selling stockholders named in this prospectus supplement are offering 12,500,000 shares of Class A common stock of Summit Materials, Inc. We will not receive any proceeds from the sale of Class A common stock by the selling stockholders.

Our Class A common stock is listed on the New York Stock Exchange, or NYSE, under the symbol SUM. The last reported sale price of our Class A common stock on the NYSE on July 12, 2016 was \$21.70 per share.

See **Risk Factors** beginning on page S-3 of this prospectus supplement and in our other filings with the Securities and Exchange Commission incorporated by reference in this prospectus supplement or the accompanying prospectus to read about factors you should consider before buying shares of our Class A common stock.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	<b>Per Share</b>	<b>Total</b>
Public offering price	\$ 20.75	\$ 259,375,000
Underwriting discounts and commissions	\$ 0.08	\$ 1,000,000
Proceeds, before expenses, to the selling stockholders	\$ 20.67	\$ 258,375,000

The underwriter expects to deliver the shares against payment in New York, New York on or about July 19, 2016.

**Barclays**

**July 13, 2016**

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Neither we, the selling stockholders nor the underwriter have authorized anyone to provide you with information different from that contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or any free writing prospectus prepared by us or on our behalf. Neither we, the selling stockholders nor the underwriter take any responsibility for, or can provide any assurance as to the reliability of, any information other than the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or any free writing prospectus prepared by us or on our behalf. The selling stockholders and the underwriter are not offering to sell, nor seeking offers to buy, shares of our Class A common stock in any jurisdiction where an offer or sale is not permitted.

You should assume that the information contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus or in any free writing prospectus prepared by us is accurate only as of their respective dates or on the date or dates which are specified in such documents, and that any information in documents that we have incorporated by reference is accurate only as of the date of such document incorporated by reference. Our business, financial condition, liquidity, results of operations and

**prospects may have changed since those dates.**

For investors outside of the United States, neither we, the selling stockholders nor the underwriter have done anything that would permit the offering, possession or distribution of this prospectus supplement in any

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jurisdiction where action for that purpose is required, other than in the United States. You are required to inform yourselves about and to observe any restrictions relating to the offering, possession or the distribution of this prospectus supplement outside of the United States.

This document is in two parts. The first part is this prospectus supplement, which describes the terms of this offering of Class A common stock and also adds to and updates the information contained in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. The second part is the accompanying prospectus, including the documents incorporated by reference therein, which provides more general information. Generally, when we refer to this prospectus, we are referring to both parts of this document combined. To the extent that there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus or in any document incorporated by reference that was filed with the Securities and Exchange Commission, or SEC, before the date of this prospectus supplement, on the other hand, you should rely on the information in this prospectus supplement. If any statement in one of these documents is inconsistent with a statement in another document having a later date (for example, a document incorporated by reference in this prospectus supplement or in the accompanying prospectus), the statement in the document having the later date modifies or supersedes the earlier statement.

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**SUMMARY**

*This summary highlights information contained elsewhere or incorporated by reference in this prospectus supplement, the accompanying prospectus or any free writing prospectus prepared by us or on our behalf and does not contain all of the information you should consider before investing in shares of our Class A common stock. You should read this entire prospectus supplement, the accompanying prospectus and the documents incorporated herein carefully, including the section entitled *Risk Factors* and the financial statements and the related notes incorporated by reference into this prospectus supplement, the accompanying prospectus or any free writing prospectus prepared by us or on our behalf, before you decide to invest in shares of our Class A common stock.*

*Except where the context requires otherwise, references in this prospectus to *we*, *our*, *us* and *the Company* refer to Summit Materials, Inc. and its consolidated subsidiaries; *Summit Holdings* refers only to Summit Materials Holdings L.P., the direct subsidiary of Summit Materials, Inc., and *LP Units* refers to limited partnership units of Summit Holdings; and *Summit Inc.* refers only to Summit Materials, Inc., the general partner of Summit Holdings.*

**Summit Materials**

We are one of the fastest growing construction materials companies in the United States, with an 82% increase in revenue between the year ended December 31, 2011 and the year ended January 2, 2016, as compared to an average increase of approximately 38% in revenue reported by our competitors over the same period. Our materials include aggregates, which we supply across the country, with a focus on Texas, Kansas, Utah, Missouri and Kentucky, and cement, which we supply primarily in Missouri, Iowa and along the Mississippi River. Within our markets, we offer customers a single-source provider for construction materials and related downstream products through our vertical integration. In addition to supplying aggregates to customers, we use our materials internally to produce ready-mixed concrete and asphalt paving mix, which may be sold externally or used in our paving and related services businesses. Our vertical integration creates opportunities to increase aggregates volumes, optimize margin at each stage of production and provide customers with efficiency gains, convenience and reliability, which we believe gives us a competitive advantage.

Since our first acquisition more than six years ago, we have rapidly become a major participant in the U.S. construction materials industry. We believe that, by volume, we are a top 10 aggregates supplier, a top 15 cement producer and a major producer of ready-mixed concrete and asphalt paving mix. Our revenue in 2015 was \$1.4 billion with net income of \$1.5 million. We had 2.6 billion tons of proven and probable aggregates reserves as of April 2, 2016. In the twelve months ended April 2, 2016, we sold 33.2 million tons of aggregates, 1.9 million tons of cement, 3.5 million cubic yards of ready-mixed concrete and 4.3 million tons of asphalt paving mix across our more than 200 sites and plants.

For a description of our business, financial condition, results of operations and other important information regarding Summit Inc., we refer you to our filings with the SEC incorporated by reference in this prospectus supplement or the accompanying prospectus. For instructions on how to find copies of these documents, see *Where You Can Find More Information*.

Summit Inc. was incorporated under the laws of the State of Delaware on September 23, 2014. Through our predecessors, we commenced operations in 2009 when Summit Holdings was formed as an exempted limited

partnership in the Cayman Islands. In December 2013, Summit Holdings was domesticated as a limited partnership in Delaware. Our principal executive office is located at 1550 Wynkoop Street, 3rd Floor, Denver, Colorado 80202. Our telephone number is (303) 893-0012.

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**The Offering**

Class A common stock offered by the selling stockholders 12,500,000 shares.

Class A common stock outstanding after this offering 75,430,986 shares.

Voting power held by holders of Class A common stock after this offering 75.4%.

Use of proceeds We will not receive any proceeds from the sale of shares of our Class A common stock by the selling stockholders.

Dividend policy We have no current plans to pay cash dividends on our Class A common stock. Any decision to declare and pay dividends in the future will be made at the sole discretion of our board of directors and will depend on, among other things, our results of operations, cash requirements, financial condition, contractual restrictions and other factors that our board of directors may deem relevant.

Risk Factors See Risk Factors for a discussion of risks you should carefully consider before deciding to invest in our Class A common stock.

Listing Our Class A common stock is listed on the NYSE under the symbol SUM.

The number of shares of Class A common stock that will be outstanding after this offering and the voting power of holders of Class A common stock after this offering are based on the number of shares of our Class A common stock and LP Units outstanding as of July 11, 2016, which excludes:

37,098,071 shares of Class A common stock issuable upon exchange of 37,098,071 LP Units that were held by limited partners of Summit Holdings as of such date;

160,333 shares of Class A common stock issuable upon exercise of outstanding warrants to purchase shares of Class A common stock; and

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5,524,720 shares of Class A common stock issuable upon settlement of time-vesting and performance vesting restricted stock units and performance unit awards and exercise of stock options outstanding under the Summit Inc. 2015 Omnibus Incentive Plan (the Omnibus Incentive Plan ) as of such date.

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**RISK FACTORS**

Investing in our Class A common stock involves risks. You should carefully consider the risks and uncertainties described in the section entitled "Risk Factors" in Item 1A of our Annual Report on Form 10-K for the fiscal year ended January 2, 2016, which is incorporated by reference into this prospectus supplement. You should also carefully consider the other information included or incorporated by reference in this prospectus supplement and in the accompanying prospectus before acquiring any shares of our Class A common stock. These risks could materially affect our business, results of operations or financial condition and cause the value of our Class A common stock to decline. You could lose all or part of your investment.

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**FORWARD-LOOKING STATEMENTS**

This prospectus supplement contains or incorporates by reference forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act ), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act ), that reflect our current views with respect to, among other things, our operations and financial performance. Forward-looking statements include all statements that are not historical facts. In some cases, you can identify these forward-looking statements by the use of words such as outlook, believes, expects, potential, continues, may, will, should, could, seeks, approximately, predicts, estimates, anticipates or the negative version of these words or other comparable words. Such forward-looking statements are subject to various risks and uncertainties. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. We believe these factors include but are not limited to those described in the section titled Risk Factors in our Annual Report on Form 10-K for the fiscal year ended January 2, 2016, as such factors may be updated from time to time in our periodic filings with the SEC, as well as the other information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included or incorporated by reference in this prospectus supplement and the accompanying prospectus. We undertake no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by law.

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**USE OF PROCEEDS**

We will not receive any proceeds from the sale of shares of our Class A common stock by the selling stockholders.

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The following table and accompanying footnotes set forth information regarding the beneficial ownership of shares of our Class A common stock and LP Units as of July 11, 2016 by the selling stockholders, before and after giving effect to this offering.

Name:	Outstanding Equity Interests Beneficially Owned Prior to this Offering				Shares of Class A Common Stock to be Sold in this Offering Number	Outstanding Equity Interests Beneficially Owned After this Offering			
	Class A Common Stock (1)		LP Units (1)			Class A Common Stock (1)		LP Units (1)	
	Number	Percent	Number	Percent		Number	Percent	Number	Percent
Blackstone Funds (2)			28,661,426	28.7%	12,209,704			16,451,722	16.4%
Anne Lee Benedict (3)	10,398		91,422	*	5,000	10,398	*	86,422	*
M. Shane Evans (4)	32,925		257,925	*	39,400	32,925	*	218,525	*
Brian J. Harris (5)	81,125		466,695	*	30,000	81,125	*	436,695	*
Thomas W. Hill (6)	209,408		1,213,006	1.2%	173,581	209,408	*	1,039,425	1.0%
Howard L. Lance (7)	61,653		178,499	*	27,000	61,653	*	151,499	*
Clint W. Pulley (8)	10,533		74,453	*	8,000	10,533	*	66,453	*
Douglas C. Rauh (9)	35,683		187,077	*	4,815	35,683	*	182,262	*
Ashley Sakwa (10)	10,199		42,909	*	2,500	10,199	*	40,409	*

\* Less than 1%.

(1) Subject to the terms of the exchange agreement, vested LP Units are exchangeable from and after March 17, 2016 for shares of our Class A common stock on a one-for-one basis. See Certain Relationships and Related Transactions, and Director Independence Exchange Agreement in our most recent Annual Report on Form 10-K, which is incorporated by reference herein. Beneficial ownership of LP Units reflected in this table includes both vested and unvested LP Units and has not been reflected as beneficial ownership of shares of our Class A common stock for which such units may be exchanged. Excluded from the table and the footnotes below are stock options that will vest upon affiliates of The Blackstone Group L.P. receiving a 1.75 times return on their initial invested capital, which is expected to occur upon consummation of this offering. The number of such stock options that will vest for each of Ms. Lee Benedict, Mr. Evans, Mr. Harris, Mr. Hill, Mr. Pulley and Ms. Sakwa are 33,470, 107,341, 101,200, 559,181, 37,263, 16,735, respectively.

(2)

The Blackstone Funds that are selling stockholders in this offering are Blackstone Capital Partners (Delaware) V-NQ L.P., Blackstone Capital Partners (Delaware) NQ V-AC L.P., Summit BCP Intermediate Holdings L.P., Blackstone Family Investment Partnership (Delaware) V-NQ L.P. and Blackstone Participation Partnership (Delaware) V-NQ L.P. They are offering 9,907,459, 2,088,574, 188,427, 15,966, 9,278 shares, respectively. Includes 23,257,069 LP Units directly held by Blackstone Capital Partners (Delaware) V-NQ L.P., 4,902,781 LP Units directly held by Blackstone Capital Partners (Delaware) NQ V-AC L.P., 442,318 LP Units directly held by Summit BCP Intermediate Holdings L.P., 37,479 LP Units directly held by Blackstone Family Investment Partnership (Delaware) V-NQ L.P. and 21,779 LP Units directly held by Blackstone Participation Partnership (Delaware) V-NQ L.P. (together, the Blackstone Funds ). It is expected that the Blackstone Funds will act as selling stockholders with respect to the shares they receive in exchange for LP Units. The general partner of Summit BCP Intermediate Holdings L.P. is Summit BCP Intermediate Holdings GP, Ltd. Summit BCP Intermediate Holdings GP, Ltd. is owned by Blackstone Capital Partners (Delaware) V-NQ L.P., Blackstone Capital Partners (Delaware) NQ V-AC L.P., Blackstone Family Investment Partnership (Delaware) V-NQ L.P. and Blackstone Participation Partnership (Delaware) V-NQ L.P. The general partner of each of Blackstone Capital Partners (Delaware) V-NQ L.P. and Blackstone Capital Partners (Delaware) NQ V-AC L.P. is Blackstone Management Associates (Cayman) V-NQ L.P. The general partners of each of Blackstone Management Associates (Cayman) V-NQ L.P., Blackstone Family Investment Partnership (Delaware) V-NQ L.P. and Blackstone Participation Partnership (Delaware) V-NQ L.P. are Blackstone LR Associates (Cayman) V-NQ Ltd. and BCP V-NQ GP L.L.C. Blackstone Holdings II L.P. is the sole member of BCP V-NQ GP L.L.C. and the controlling shareholder of Blackstone LR Associates (Cayman) V-NQ Ltd. The general partner of Blackstone Holdings II L.P. is Blackstone Holdings I/II GP Inc. The sole shareholder of Blackstone Holdings I/II GP Inc. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.

Each of such persons disclaims beneficial ownership of the LP Units (and the shares underlying such units) directly held by the Blackstone Funds (other than the Blackstone Funds to the extent of their direct holdings). The address of each of the entities listed in this footnote is c/o The Blackstone Group L.P., 345 Park Avenue, New York, New York 10154.

- (3) Includes (i) 8,368 options issued to Ms. Lee Benedict that are vested or will vest within 60 days of July 11, 2016, (ii) 91,422 LP Units held by Ms. Lee Benedict and (iii) 2,030 shares of our Class A common stock owned by Ms. Lee Benedict. The address for Ms. Lee Benedict is c/o Summit Materials, Inc., 1550 Wynkoop Street, 3rd Floor, Denver, Colorado 80202.
- (4) Includes (i) 26,835 options issued to Mr. Evans that are vested or will vest within 60 days of July 11, 2016, (ii) 257,925 LP Units held by Mr. Evans and (iii) 6,090 shares of our Class A common stock owned by Mr. Evans. The address for Mr. Evans is c/o Summit Materials, Inc., 1550 Wynkoop Street, 3rd Floor, Denver, Colorado 80202.

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- (5) Includes (i) 25,300 options issued to Mr. Harris that are vested or will vest within 60 days of July 11, 2016, (ii) 55,825 shares of our Class A common stock owned by Mr. Harris and (iii) 466,695 LP Units held by The Harris Family 2014 Trust fbo Michael J. Harris and The Harris Family 2014 Trust fbo Cameron I.J. Harris, trusts for which Mr. Harris's spouse serves as trustee and as to which Mr. Harris could be deemed to have beneficial ownership. The Harris Family 2014 Trust fbo Michael J. Harris and The Harris Family 2014 Trust fbo Cameron I.J. Harris are selling stockholders in this offering. They are offering 15,000 and 15,000 shares, respectively. The address for each of such selling stockholders is c/o Summit Materials, Inc., 1550 Wynkoop Street, 3rd Floor, Denver, Colorado 80202.
- (6) Includes (i) 139,795 options issued to Mr. Hill that are vested or will vest within 60 days of July 11, 2016, (ii) 29,463 warrants issued to Mr. Hill at the time of our IPO, (iii) 10,150 shares of our Class A common stock owned by Mr. Hill, (iv) 26,741 LP Units held by Mr. Hill and (v) 1,186,265 LP Units and 30,000 shares of our Class A common stock held by The Hill Trust, a trust for which Mr. Hill's spouse serves as trustee and as to which Mr. Hill could be deemed to have beneficial ownership. The Hill Trust is the selling stockholder in this offering. See Certain Relationships and Related Transactions, and Director Independence Warrant Issuances in our most recent Annual Report on Form 10-K, which is incorporated by reference herein. The address for Mr. Hill is c/o Summit Materials, Inc., 1550 Wynkoop Street, 3rd Floor, Denver, Colorado 80202.
- (7) Includes (i) 61,653 options issued to Mr. Lance that are vested or will vest within 60 days of July 11, 2016 and (ii) 178,499 LP Units held by Mr. Lance. The address for Mr. Lance is c/o Summit Materials, Inc., 1550 Wynkoop Street, 3rd Floor, Denver, Colorado 80202.
- (8) Includes (i) 9,315 options issued to Mr. Pulley that are vested or will vest within 60 days of July 11, 2016, (ii) 74,453 LP Units held by Mr. Pulley and (iii) 1,218 shares of our Class A common stock owned by Mr. Pulley. The address for Mr. Pulley is c/o Summit Materials, Inc., 1550 Wynkoop Street, 3rd Floor, Denver, Colorado 80202.
- (9) Includes (i) 32,131 options issued to Mr. Rauh that are vested or will vest within 60 days of July 11, 2016, (ii) 187,077 LP Units held by Mr. Rauh and (iii) 3,552 shares of our Class A Common Stock owned by Mr. Rauh. The address for Mr. Rauh is c/o Summit Materials, Inc., 1550 Wynkoop Street, 3rd Floor, Denver, Colorado 80202.
- (10) Includes (i) 9,184 options issued to Ms. Sakwa that are vested or will vest within 60 days of July 11, 2016, (ii) 42,909 LP Units held by Ms. Sakwa and (iii) 1,015 shares of our Class A common stock owned by Ms. Sakwa. The address for Ms. Sakwa is c/o Summit Materials, Inc., 1550 Wynkoop Street, 3rd Floor, Denver, Colorado 80202.



**Table of Contents****UNDERWRITING**

Barclays Capital Inc. is acting as the sole book-running manager and underwriter of the offering. Subject to the terms and conditions of the underwriting agreement, the underwriter has agreed to purchase from the selling stockholders 12,500,000 shares of Class A common stock.

The underwriting agreement provides that the underwriter's obligation to purchase shares of Class A common stock depends on the satisfaction of the conditions contained in the underwriting agreement including:

the obligation to purchase all of the shares of Class A common stock offered hereby, if any of the shares are purchased;

the representations and warranties made by us and the selling stockholders to the underwriter are true;

there is no material change in our business or the financial markets; and

customary closing documents are delivered to the underwriter.

The offering of the shares by the underwriter is subject to receipt and acceptance and subject to the underwriter's right to reject any order in whole or in part.

**Commissions and Expenses**

The following table summarizes the underwriting discounts and commissions the selling stockholders will pay to the underwriter. The underwriting fee is the difference between the price to the public and the amount the underwriter pays the selling stockholders for the shares.

	<b>Per Share</b>	<b>Total</b>
Public offering price	\$ 20.75	\$ 259,375,000
Underwriting discounts and commissions to be paid by the selling stockholders	\$ 0.08	\$ 1,000,000

The underwriter has advised us that the underwriter proposes to offer the shares of Class A common stock directly to the public at the public offering price on the cover of this prospectus supplement and to selected dealers at such offering price less a selling concession not in excess of \$0.05 per share. After this offering, the underwriter may change the offering price and other selling terms.

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The expenses of this offering that are payable by us are estimated to be approximately \$400,000 (excluding underwriting discounts and commissions), including up to \$15,000 in connection with the qualification of this offering with the Financial Industry Regulatory Authority, Inc. by counsel to the underwriter.

### **No Sales of Similar Securities**

We, our executive officers and directors and certain of our other existing security holders, including the selling stockholders, have agreed not to sell or transfer any Class A common stock or securities convertible into, exchangeable for, exercisable for, or repayable with Class A common stock, for 30 days after the date of this prospectus supplement without first obtaining the written consent of the underwriter. Specifically, we and these other persons have agreed, with certain limited exceptions, not to offer, sell, contract to sell, pledge, grant any option to purchase, make any short sale or otherwise dispose of any Class A common stock, or any options or warrants to purchase any Class A common stock, or any securities convertible into, exchangeable for or that represent the right to receive Class A common stock, whether now owned or hereinafter acquired, owned directly by us or these other persons (including holding as a custodian) or with respect to which we or such other persons has beneficial ownership within the rules and regulations of the SEC. We and such other persons have agreed that these restrictions expressly preclude us and such other persons from engaging in any hedging or other transaction which is designed to or which reasonably could be expected to lead to or result in a sale or disposition of our or such other persons' Class A common stock if such Class A common stock would be disposed of by someone other than us or such other persons. Prohibited hedging or other transactions includes any short sale or any purchase, sale or grant of any right (including without limitation any put or call option) with respect to any of our or such other persons' Class A common stock or with respect to any security that includes, relates to, or derives any significant part of its value from such Class A common stock.

The restrictions described in the paragraph above do not apply to:

the transfer by a security holder of shares of Class A common stock or any securities convertible into, exchangeable for, exercisable for, or repayable with Class A common stock (1) by will or intestacy, (2) as a bona fide gift or gifts, (3) to any trust, partnership, limited liability company or other entity for the direct or indirect benefit of a security holder or the immediate family of such security holder, (4) to any immediate family member or other dependent of the security holder, (5) as a distribution to limited partners, members or stockholders of the security holder, (6) to the security holder's affiliates or to any investment fund or other entity controlled or managed by the security holder, (7) to exchange LP Units for shares of Class A common stock, (8) to a nominee or custodian of a person or entity to whom a disposition or transfer would be permissible under clauses (1) through (6) above, (9) pursuant to an order of a court or regulatory agency, (10) from an executive officer of our or our parent entities upon death, disability or termination of employment, in each case, of such executive officer, (11) in connection with transactions by any person other than us relating to shares of Class A common stock in this offering acquired in open market transactions after the completion of this offering provided that in the case of this clause (11) no filing under Section 16 of the Exchange Act shall be required or shall be voluntarily made and/or (12) with the prior written consent of the underwriter; provided that: (x) in the case of each transfer or distribution pursuant to clauses (2) through (8) and (9) above, (i) each donee, trustee, distributee or transferee, as the case may be, must agree to be bound in writing by the restrictions described in the paragraph above and (ii) any such transfer or distribution shall not involve a disposition for value, other than with respect to any such transfer or distribution for which the transferor or distributor receives (A) equity interests of such transferee or (B) such transferee's interests in the transferor; and (y) in the case of each transfer or distribution pursuant to

clauses (2) through (7), if any filing under Section 16 of the Exchange Act shall be required or shall be voluntarily made (i) the security holder shall provide the underwriter prior written notice informing it of such filing and (ii) such filing shall disclose that such donee, trustee, distributee or transferee, as the case may be, agrees to be bound in writing by the restrictions described in this section;

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if the security holder is a corporation, the corporation may transfer our capital stock to any wholly owned subsidiary of such corporation; provided, however, that in any such case, it shall be a condition to the transfer that the transferee execute an agreement stating that the transferee is receiving and holding such capital stock subject to the provisions of the lock-up agreement and there shall be no further transfer of such capital stock except in accordance with the lock-up agreement, and provided further that any such transfer shall not involve a disposition for value;

the sale of the security holder's shares pursuant to the underwriting agreement; any sales made pursuant to an existing trading plan pursuant to Rule 10b5-1 under the Exchange Act, provided that any filing under Section 16(a) of the Exchange Act that is made in connection with any such sales during the lock-up period shall state that such sales have been executed under a trading plan pursuant to Rule 10b5-1 under the Exchange Act, and shall also state the date such trading plan was adopted;

the establishment by a security holder of a trading plan pursuant to Rule 10b5-1 under the Exchange Act, provided that no transfers occur under such plan during the lock-up period and no public announcement or filing shall be required or voluntarily made by any person in connection therewith other than general disclosure in our periodic reports to the effect that our directors and officers may enter into such trading plans from time to time;

the pledge, hypothecation or other granting of a security interest in shares of Class A common stock by certain investment funds affiliated with Blackstone Capital Partners V L.P. and Silverhawk Summit, L.P. (collectively, the Sponsors) to one or more banks or financial institutions as collateral or security for any loan, advance or extension of credit and any transfer upon foreclosure upon such shares or thereafter, provided that the Sponsors or we, as the case may be, shall provide the underwriter prior written notice informing it of any public filing, report or announcement made by or on behalf of our Sponsors or us relating thereto;

the shares of Class A common stock, LP Units or any such substantially similar securities to be issued pursuant to employee incentive plans existing as of the date of this prospectus supplement and described herein;

the shares of Class A common stock issued in exchange for LP Units in connection with the exchange agreement;

the issuance of up to 5% of our outstanding shares of Class A common stock immediately following this offering (assuming all LP Units outstanding are redeemed or exchanged for newly-issued shares of Class A common stock on a one-for-one basis) in connection with acquisitions, joint ventures or mergers, and the filing of a registration statement in connection thereto, so long as each party that receives shares of Class A common stock agrees to a substantially similar 30-day lock-up restriction as described above;

the issuance of Class A common stock made solely as a stock dividend by the Company to the holders of Class A common stock that is effected to maintain a one-to-one ratio between Class A common stock and LP Units; and/or

the delivery of shares of Class A common stock and/or LP Units to holders of interests in our company as contemplated by this prospectus supplement.

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**Indemnification**

We and the selling stockholders have agreed to indemnify the underwriter against certain liabilities, including liabilities under the Securities Act, liabilities arising from breaches of the representations and warranties contained in the underwriting agreement and to contribute to payments that the underwriter may be required to make for these liabilities.

**Stabilization, Short Positions and Penalty Bids**

The underwriter may engage in stabilizing transactions, short sales and purchases to cover positions created by short sales, and penalty bids or purchases for the purpose of pegging, fixing or maintaining the price of our Class A common stock, in accordance with Regulation M under the Exchange Act.

Stabilizing transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum.

A short position involves a sale by the underwriter of shares in excess of the number of shares the underwriter is obligated to purchase in this offering, which creates the syndicate short position. This short position may be either a covered short position or a naked short position. In a covered short position, the number of shares involved in the sales made by the underwriter in excess of the number of shares it is obligated to purchase is not greater than the number of shares that they may purchase by exercising their option to purchase additional shares, if any. In a naked short position, the number of shares involved is greater than the number of shares in their option to purchase additional shares, if any. The underwriter may close out any short position by either exercising their option to purchase additional shares, if any, in whole or in part, and/or purchasing shares in the open market. In determining the source of shares to close out the short position, the underwriter will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase shares through their option to purchase additional shares, if any. A naked short position is more likely to be created if the underwriter is concerned that there could be downward pressure on the price of the shares in the open market after pricing that could adversely affect investors who purchase in this offering.

Syndicate covering transactions involve purchases of our Class A common stock in the open market after the distribution has been completed to cover syndicate short positions.

Penalty bids permit the underwriter to reclaim a selling concession from a syndicate member when the Class A common stock originally sold by the syndicate member is purchased in a stabilizing or syndicate covering transaction to cover syndicate short positions.

These stabilizing transactions, syndicate covering transactions and penalty bids may have the effect of raising or maintaining the market price of our Class A common stock or preventing or retarding a decline in the market price of our Class A common stock. As a result, the price of our Class A common stock may be higher than the price that might otherwise exist in the open market. These transactions may be effected on the NYSE or otherwise and, if commenced, may be discontinued at any time.

Neither we nor the underwriter make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of our Class A common stock. In addition, neither we nor the underwriter make any representation that the underwriter will engage in these stabilizing transactions or that any transaction, once commenced, will not be discontinued without notice.

**Electronic Distribution**

In connection with this offering, the underwriter or securities dealers may distribute prospectuses by electronic means, such as e-mail. In addition, the underwriter may facilitate Internet distribution for this offering

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to certain of its Internet subscription customers. The underwriter may allocate a limited number of shares for sale to its online brokerage customers. A prospectus in electronic format is being made available on Internet web sites maintained by the underwriter. Other than the prospectus in electronic format, the information on the underwriter's web site and any information contained in any other web site maintained by the underwriter is not part of the prospectus or the registration statement of which the prospectus forms a part.

## **Listing**

Our Class A common stock is listed on the NYSE under the symbol SUM.

## **Discretionary Sales**

The underwriter has informed us that it does not intend to confirm sales to discretionary accounts that exceed 5% of the total number of shares offered by them.

## **Stamp Taxes**

Purchasers of the shares of our Class A common stock offered in this prospectus supplement and the accompanying prospectus may be required to pay stamp taxes and other charges under the laws and practices of the country of purchase, in addition to the offering price listed on the cover page of this prospectus supplement. Accordingly, we urge you to consult a tax advisor with respect to whether you may be required to pay those taxes or charges, as well as any other tax consequences that may arise under the laws of the country of purchase.

## **Relationships**

The underwriter and its affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. The underwriter and its affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for us, for which they may receive customary fees and expenses. In particular, the underwriter and/or its affiliates have served as an underwriter in our IPO, as a joint lead arranger and bookrunner under our existing \$650.0 million senior secured term loan and \$235.0 million senior revolving credit facility and as an initial purchaser for various series of our outstanding senior notes.

In the ordinary course of business, the underwriter and its affiliates may make or hold a broad array of investments including serving as counterparties to certain derivative and hedging arrangements and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of the issuer. The underwriter and its affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

## **Notice to Prospective Investors in Canada**

This prospectus supplement constitutes an exempt offering document as defined in and for the purposes of applicable Canadian securities laws. No prospectus has been filed with any securities commission or similar regulatory authority in Canada in connection with the offer and sale of the shares. No securities commission or similar regulatory authority in Canada has reviewed or in any way passed upon this document or on the merits of the shares and any representation



to the contrary is an offence.

**Canadian investors are advised that this document has been prepared in reliance on section 3A.3 of National Instrument 33-105 Underwriting Conflicts ( NI 33-105 ). Pursuant to section 3A.3 of NI 33-105,**

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**this document is exempt from the requirement that the Company, the selling stockholders and the underwriter provide Canadian investors with certain conflicts of interest disclosure pertaining to connected issuer and/or related issuer relationships as would otherwise be required pursuant to subsection 2.1(1) of NI 33-105.**

## **Resale Restrictions**

The offer and sale of the shares in Canada is being made on a private placement basis only and is exempt from the requirement that the Company and the selling stockholders prepare and file a prospectus under applicable Canadian securities laws. Any resale of shares acquired by a Canadian investor in this offering must be made in accordance with applicable Canadian securities laws, which may vary depending on the relevant jurisdiction, and which may require resales to be made in accordance with Canadian prospectus requirements, a statutory exemption from the prospectus requirements, in a transaction exempt from the prospectus requirements or otherwise under a discretionary exemption from the prospectus requirements granted by the applicable local Canadian securities regulatory authority. These resale restrictions may under certain circumstances apply to resales of the shares outside of Canada.

## **Representations of Purchasers**

Each Canadian investor who purchases shares will be deemed to have represented to the Company, the selling stockholders, the underwriter and to each dealer from whom a purchase confirmation is received, as applicable, that the investor (i) is purchasing as principal, or is deemed to be purchasing as principal in accordance with applicable Canadian securities laws, for investment only and not with a view to resale or redistribution; (ii) is an accredited investor as such term is defined in section 1.1 of National Instrument 45-106 Prospectus Exemptions ( NI 45-106 ) or, in Ontario, as such term is defined in section 73.3(1) of the Securities Act (Ontario); and (iii) is a permitted client as such term is defined in section 1.1 of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations.

## **Taxation and Eligibility for Investment**

Any discussion of taxation and related matters contained in this document does not purport to be a comprehensive description of all of the tax considerations that may be relevant to a Canadian investor when deciding to purchase the shares and, in particular, does not address any Canadian tax considerations. No representation or warranty is hereby made as to the tax consequences to a resident, or deemed resident, of Canada of an investment in the shares or with respect to the eligibility of the shares for investment by such investor under relevant Canadian federal and provincial legislation and regulations.

## **Rights of Action for Damages or Rescission**

Securities legislation in certain of the Canadian jurisdictions provides certain purchasers of securities pursuant to an offering memorandum, including where the distribution involves an eligible foreign security as such term is defined in Ontario Securities Commission Rule 45-501 Ontario Prospectus and Registration Exemptions and in Multilateral Instrument 45-107 Listing Representation and Statutory Rights of Action Disclosure Exemptions, as applicable, with a remedy for damages or rescission, or both, in addition to any other rights they may have at law, where the offering memorandum, or other offering document that constitutes an offering memorandum, and any amendment thereto, contains a misrepresentation as defined under applicable Canadian securities laws. These remedies, or notice with respect to these remedies, must be exercised or delivered, as the case may be, by the purchaser within the time limits prescribed under, and are subject to limitations and defences under, applicable Canadian securities legislation. In addition, these remedies are in addition to and without derogation from any other right or remedy available at law to the investor.

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**Information for Canadian Investors with Respect to National Instrument 43-101 *Standards of Disclosure for Mineral Projects***

Canadian investors are advised that the data contained within this document and the documents incorporated by reference herein, as applicable, relating to mineral reserves of the Company and its affiliates is based on information assessed by Continental Placer Inc., a third party expert consultant to the Company, under the supervision of Michael Brady, Executive Vice President of Development for the Company and John R. Hellert, the Chairman and Chief Executive Officer of Continental Placer Inc., each a Qualified Person as that term is defined in National Instrument 43-101 Standards of Disclosure for Mineral Projects ( NI 43-101 ). The estimates of mineral reserves contained within this document and the documents incorporated by reference herein, as applicable, have been prepared in accordance with the rules and regulations of the SEC ( SEC rules ), to the extent applicable. The estimates of mineral reserves contained within this document and the documents incorporated by reference herein, as applicable, have not been prepared in accordance with NI 43-101 nor has a technical report as such term is defined in NI 43-101 been prepared in connection with the preparation of such mineral reserve estimates. Canadian investors are advised that while the reserve classifications applied to assets under SEC rules and under the CIM Definition Standards on Mineral Resources and Mineral Reserves (the standards adopted in NI 43-101) (the CIM Definition Standards ) are substantially the same, they are subject to certain material exceptions.

Canadian investors are advised that, in respect of mineral reserve estimates, the full process required to reconcile the mineral reserve estimate information contained within this document and the documents incorporated by reference herein, as applicable, and presented in accordance with SEC rules, to the CIM Definition Standards has not been undertaken. Canadian investors are advised that no technical report, as defined under NI 43-101, will be provided to Canadian investors in connection with the offer and/or the investor's acquisition of the shares. Canadian investors are also advised to consult with their own legal advisers and other experts, including Qualified Persons, concerning disclosure standards under NI 43-101 and the material differences between SEC rules and the standards adopted in NI 43-101 prior to investing in the shares.

**Language of Documents**

Upon receipt of this document, each Canadian investor hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the securities described herein (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.*

**Notice to Prospective Investors in the European Economic Area**

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State, no offer of shares may be made to the public in that Relevant Member State other than:

to any legal entity which is a qualified investor as defined in the Prospectus Directive;

to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), subject to obtaining the prior consent of the underwriter; or

in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of shares shall result in a requirement for us or any underwriter to publish a prospectus pursuant to Article 3 of the EU Prospectus Directive or a supplemental prospectus pursuant to Article 16 of the EU be deemed to have represented, warranted and agreed to and with the underwriter and us that it is a qualified investor within the meaning of the law in that Relevant Member State implementing Article 2(1)(e) of the EU Prospectus Directive.

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For the purposes of this provision, the expression an offer of securities to the public in relation to any securities in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the securities to be offered so as to enable an investor to decide to purchase or subscribe for the securities, as the same may be varied in that Member State by any measure implementing the EU Prospectus Directive in that Member State. The expression EU Prospectus Directive means Directive 2003/71/EC, as amended, including by Directive 2010/73/EU, and includes any relevant implementing measure in each Relevant Member State.

### **Notice to Prospective Investors in the United Kingdom**

In the United Kingdom, this prospectus supplement and accompanying prospectus is being distributed only to, and is directed only at, persons who are qualified investors (as defined in the Prospectus Directive) who are (i) persons having professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the Order), or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order, or (iii) persons to whom it would otherwise be lawful to distribute it, all such persons together being referred to as Relevant Persons. The Shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Shares will be engaged in only with, Relevant Persons. This prospectus supplement and accompanying prospectus and its contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by any recipients to any other person in the United Kingdom. Any person in the United Kingdom that is not a Relevant Person should not act or rely on this prospectus supplement and accompanying prospectus or its contents.

### **Notice to Prospective Investors in Hong Kong**

The shares may not be offered or sold by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), or (ii) to professional investors within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a prospectus within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), and no advertisement, invitation or document relating to the shares may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to shares which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

### **Notice to Prospective Investors in Singapore**

This prospectus supplement and accompanying prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus supplement and accompanying prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the shares may not be circulated or distributed, nor may the shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the SFA), (ii) to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the shares are subscribed or purchased under Section 275 by a relevant person which is: (a) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust

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(where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries' rights and interest in that trust shall not be transferable for six months after that corporation or that trust has acquired the shares under Section 275 except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA; (2) where no consideration is given for the transfer; or (3) by operation of law.

**Notice to Prospective Investors in Japan**

The securities have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (the Financial Instruments and Exchange Law) and each underwriter has agreed that it will not offer or sell any securities, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

**Notice to Prospective Investors in Switzerland**

The shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange