

ADVANCED DRAINAGE SYSTEMS, INC.
 Form 3
 July 24, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â F U S S N E R T H O M A S M</p> <p>(Last) (First) (Middle)</p> <p>C/O ADVANCED DRAINAGE SYSTEMS, INC., Â 4640 TRUEMAN BOULEVARD</p> <p>(Street)</p> <p>HILLARD, Â OH Â 43026</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/24/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ADVANCED DRAINAGE SYSTEMS, INC. [WMS]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP and Co-COO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 592,118 | D | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Option to Purchase Common Stock | Â (1) | 03/31/2019 | Common Stock | 50,543 | \$ 9.43 | D | Â |
| Option to Purchase Common Stock | Â (2) | 03/31/2020 | Common Stock | 24,325 | \$ 10.75 | D | Â |
| Option to Purchase Common Stock | Â (3) | 03/31/2021 | Common Stock | 22,005 | \$ 10.7 | D | Â |
| Option to Purchase Common Stock | Â (4) | 03/31/2022 | Common Stock | 18,522 | \$ 12.59 | D | Â |
| Option to Purchase Common Stock | Â (5) | 03/31/2023 | Common Stock | 164,745 | \$ 13.64 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FUSSNER THOMAS M C/O ADVANCED DRAINAGE SYSTEMS, INC. 4640 TRUEMAN BOULEVARD HILLARD, OH 43026 | Â | Â | Â EVP and Co-COO | Â |

Signatures

/s/ Thomas M. Fussner, by Mark B. Sturgeon as attorney-in-fact

07/24/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 option will vest in three equal annual installments beginning on July 22, 2014, provided however that all remaining unvested options will vest in full immediately prior to the completion of the initial public offering ("IPO").
- (2) The option will vest in three equal annual installments beginning on July 21, 2015, provided however that all remaining unvested options will vest in full immediately prior to the completion of the IPO.
- (3) The option will vest in three equal annual installments beginning on May 3, 2016, provided however that all remaining unvested options will vest in full immediately prior to the completion of the IPO.
- (4) The option will vest in three equal annual installments beginning on August 1, 2017, provided however that all remaining unvested options will vest in full immediately prior to the completion of the IPO.
- (5) The option will vest in five equal annual installments beginning on September 1, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.