

Summit Materials, Inc.  
Form 4  
November 18, 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 \*  
Blackstone Holdings II L.P.

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP  
L.P., 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/16/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	11/16/2016		C		13,349,610	A	Ⓐ
Class A Common Stock	11/16/2016		S		13,349,610	D	\$ 21.87 Ⓐ
Class A Common Stock	11/16/2016		C		2,814,207	A	Ⓐ

See Footnotes (3) (8) (9) (10) (11) (12)

See Footnotes (3) (8) (9) (10) (11) (12)

See Footnotes (4) (8) (9) (10) (11) (12)

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Class A Common Stock	11/16/2016	S	2,814,207	D	\$ 21.87 (2)	0	I	See Footnotes (4) (8) (9) (10) (11) (12)
Class A Common Stock	11/16/2016	C	253,891	A	(1)	253,891	I	See Footnotes (5) (8) (9) (10) (11) (12)
Class A Common Stock	11/16/2016	S	253,891	D	\$ 21.87 (2)	0	I	See Footnotes (5) (8) (9) (10) (11) (12)
Class A Common Stock	11/16/2016	C	21,513	A	(1)	21,513	I	See Footnotes (6) (8) (9) (10) (11) (12)
Class A Common Stock	11/16/2016	S	21,513	D	\$ 21.87 (2)	0	I	See Footnotes (6) (8) (9) (10) (11) (12)
Class A Common Stock	11/16/2016	C	12,501	A	(1)	12,501	I	See Footnotes (7) (8) (9) (10) (11) (12)
Class A Common Stock	11/16/2016	S	12,501	D	\$ 21.87 (2)	0	I	See Footnotes (7) (8) (9) (10) (11) (12)

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 of Number of Shares
	(1)	11/16/2016		C		(1)	(1)		13,349,

LP Units of Summit Materials Holdings L.P.								Class A Common Stock	
LP Units of Summit Materials Holdings L.P.	(1)	11/16/2016	C	2,814,207	(1)	(1)		Class A Common Stock	2,814,207
LP Units of Summit Materials Holdings L.P.	(1)	11/16/2016	C	253,891	(1)	(1)		Class A Common Stock	253,891
LP Units of Summit Materials Holdings L.P.	(1)	11/16/2016	C	21,513	(1)	(1)		Class A Common Stock	21,513
LP Units of Summit Materials Holdings L.P.	(1)	11/16/2016	C	12,501	(1)	(1)		Class A Common Stock	12,501

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone Holdings II L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Holdings I/II GP Inc C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Group L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		



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- 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
- (9) 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.

- Due to the limitations of the electronic filing system Blackstone Capital Partners (Delaware) V-NQ L.P., Blackstone Capital Partners (Delaware) NQ V-AC L.P., Summit BCP Intermediate Holdings L.P., Summit BCP Intermediate Holdings GP, Ltd., Blackstone Family
- (10) Investment Partnership (Delaware) V-NQ L.P., Blackstone Participation Partnership (Delaware) V-NQ L.P., Blackstone Management Associates (Cayman) V-NQ L.P., BCP V-NQ GP L.L.C. and Blackstone LR Associates (Cayman) V-NQ Ltd. are filing a separate Form 4.

- (11) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

- Each of the Reporting Persons (other than the Blackstone Funds to the extent they directly hold securities reported herein), disclaims beneficial ownership of the securities held by the Blackstone Funds, except to the extent of such Reporting Person's pecuniary interest therein, if any, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than
- (12) the Blackstone Funds to the extent they directly hold securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

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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