

ROSS CHRISTOPHER J

Form 3

January 22, 2018

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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)

1. Name and Address of Reporting
Person *

Â ROSS CHRISTOPHER J

(Last) (First) (Middle)

9227 CENTRE POINTE DRIVE

(Street)

WEST CHESTER,Â OHÂ 45069

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/18/2018

3. Issuer Name **and** Ticker or Trading Symbol
AK STEEL HOLDING CORP [AKS]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
VP & Treasurer5. 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**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

34,595

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)Date Exercisable Expiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy)	03/18/2011 ⁽¹⁾	03/18/2020	Common Stock	2,000	\$ 22.94	D	Â
Employee Stock Option (Right to Buy)	01/19/2012 ⁽¹⁾	01/19/2021	Common Stock	3,106	\$ 14.57	D	Â
Employee Stock Option (Right to Buy)	01/18/2013 ⁽¹⁾	01/18/2022	Common Stock	5,500	\$ 9.11	D	Â
Employee Stock Option (Right to Buy)	01/23/2014 ⁽¹⁾	01/23/2023	Common Stock	5,500	\$ 4.59	D	Â
Employee Stock Option (Right to Buy)	01/22/2015 ⁽¹⁾	01/22/2024	Common Stock	4,100	\$ 6.72	D	Â
Employee Stock Option (Right to Buy)	01/21/2016 ⁽¹⁾	01/21/2025	Common Stock	9,900	\$ 3.975	D	Â
Employee Stock Option (Right to Buy)	01/20/2017 ⁽¹⁾	01/20/2026	Common Stock	8,200	\$ 1.74	D	Â
Employee Stock Option (Right to Buy)	01/18/2018 ⁽¹⁾	01/18/2027	Common Stock	7,000	\$ 9.78	D	Â
Employee Stock Option (Right to Buy)	01/17/2019 ⁽¹⁾	01/17/2028	Common Stock	14,500	\$ 6.555	D	Â
Performance Shares	12/31/2018	12/31/2018	Common Stock	3,800 ⁽²⁾	\$ ⁽³⁾	D	Â
Performance Shares	12/31/2019	12/31/2019	Common Stock	1,650 ⁽⁴⁾	\$ ⁽⁵⁾	D	Â
Performance Shares	12/31/2020	12/31/2020	Common Stock	6,500 ⁽⁶⁾	\$ ⁽⁷⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSS CHRISTOPHER J 9227 CENTRE POINTE DRIVE WEST CHESTER, OH 45069	Â	Â	Â VP & Treasurer	Â

Signatures

/s/ Christopher J.
Ross

01/22/2018

**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) Options vest in three equal annual installments beginning one year after grant date.

This represents one half of the Performance Shares which were awarded on January 20, 2016 and are required to be reported at this time

- (2) because they constitute derivative securities. The other half do not constitute derivative securities and therefore are not required to be reported at this time.

Each Performance Share represents a contingent right to receive 0 to 1.5 shares of Common Stock. The conversion rate (0, .5, 1 or 1.5)

- (3) ultimately applied to these Performance Shares will be determined based on the compounded annual growth rate (CAGR) of the Common Stock between January 1, 2016 to December 31, 2018 (the Performance Period).

This represents one half of the Performance Shares which were awarded on January 18, 2017 and are required to be reported at this time

- (4) because they constitute derivative securities. The other half do not constitute derivative securities and therefore are not required to be reported at this time.

Each Performance Share represents a contingent right to receive 0 to 1.5 shares of Common Stock. The conversion rate (0, .5, 1 or 1.5)

- (5) ultimately applied to these Performance Shares will be determined based on the compounded annual growth rate (CAGR) of the Common Stock between January 1, 2017 to December 31, 2019 (the Performance Period).

- (6) This represents Performance Shares awarded on January 17, 2018 and are being reported at this time because they may constitute derivative securities.

Each Performance Share represents a contingent right to receive 0 to 1.5 shares of Common Stock. The conversion rate (0, .5, 1 or 1.5)

- (7) ultimately applied to these Performance Shares will be determined based on Total Shareholder Return relative to other companies in the Van Eck Vectors Steel ETF with Total Shareholder Return defined as appreciation in stock price and reinvestment of dividends between January 1, 2018 and December 31, 2020 (the Performance Period).

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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