

J M SMUCKER Co  
Form 3  
April 02, 2015

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated 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 \*  
Vestar/Blue Investments I L.P.

(Last) (First) (Middle)

C/O VESTAR CAPITAL PARTNERS, 245 PARK AVENUE, 41ST FLOOR

(Street)

NEW YORK, NY 10167

(City) (State) (Zip)

2. Date of Event Requiring Statement  
(Month/Day/Year)  
03/23/2015

3. Issuer Name and Ticker or Trading Symbol  
J M SMUCKER Co [SJM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, without par value    | 3,861,650  | I   | Held through Blue Holdings I, L.P. (1) (2) (3)           |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------|--------------|--|
|---|---|--|---------------|--------------|--|

Edgar Filing: J M SMUCKER Co - Form 3

| (Month/Day/Year)    | Derivative Security<br>(Instr. 4) | or Exercise<br>Price of<br>Derivative<br>Security | Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | (Instr. 5) |
|---------------------|-----------------------------------|---|--|------------|
| Date<br>Exercisable | Expiration<br>Date                | Title   | Amount or<br>Number of<br>Shares   |            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Vestar/Blue Investments I L.P.<br>C/O VESTAR CAPITAL PARTNERS<br>245 PARK AVENUE, 41ST FLOOR<br>NEW YORK, NY 10167 | ^             | ^ X       | ^       | ^     |
| VESTAR ASSOCIATES V, L.P.<br>C/O VESTAR CAPITAL PARTNERS<br>245 PARK AVENUE, 41ST FLOOR<br>NEW YORK, NY 10167      | ^             | ^ X       | ^       | ^     |
| VESTAR MANAGERS V LTD.<br>C/O VESTAR CAPITAL PARTNERS<br>245 PARK AVENUE, 41ST FLOOR<br>NEW YORK, NY 10167         | ^             | ^ X       | ^       | ^     |
| O'CONNELL DANIEL S<br>C/O VESTAR CAPITAL PARTNERS<br>245 PARK AVENUE, 41ST FLOOR<br>NEW YORK, NY 10167             | ^             | ^ X       | ^       | ^     |

## Signatures

VESTAR/BLUE INVESTMENTS I L.P. By: Vestar Associates V, L.P., its general partner By: Vestar Managers V Ltd., its general partner By: /s/ Brian P. Schwartz Name: Brian P. Schwartz Title: Managing Director and Chief Financial Officer 04/02/2015

\*\*Signature of Reporting Person Date

VESTAR ASSOCIATES V, L.P. By: Vestar Managers V Ltd., its general partner By: /s/ Brian P. Schwartz Name: Brian P. Schwartz Title: Managing Director and Chief Financial Officer 04/02/2015

\*\*Signature of Reporting Person Date

VESTAR MANAGERS V LTD. By: /s/ Brian P. Schwartz Name: Brian P. Schwartz Title: Managing Director and Chief Financial Officer 04/02/2015

\*\*Signature of Reporting Person Date

DANIEL S. O'CONNELL By: /s/ Brian P. Schwartz, by power of attorney 04/02/2015

\*\*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).

Blue Holdings I, L.P. ("Blue Holdings") directly owns all of the shares of Common Stock reported in this statement. Vestar/Blue

(1) Investments I L.P. holds limited partner interests in Blue Holdings and holds membership interests in Blue Holdings GP, LLC, the general partner of Blue Holdings.

The general partner of Vestar/Blue Investments I L.P. is Vestar Associates V, L.P., and the general partner of Vestar Associates V, L.P. is

(2) Vestar Managers V Ltd. Daniel S. O'Connell is the sole director of Vestar Managers V Ltd. and as a result he may be deemed to have beneficial ownership of the shares of Common Stock reported herein.

Each of Vestar/Blue Investments I, L.P., Vestar Associates V, L.P., Vestar Managers V Ltd. and Mr. O'Connell may be deemed to be the

(3) beneficial owner of the securities reported herein, and each such person disclaims beneficial ownership of any securities beneficially owned by Blue Holdings except to the extent of their respective pecuniary interests therein.

Â

### Remarks:

ExhibitÂ List:Â Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.