

HYSTER-YALE MATERIALS HANDLING, INC.
Form SC 13D/A
February 16, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 4)

Hyster-Yale Materials Handling, Inc.
(Name of Issuer)

Class B Common Stock, par value \$0.01 per share
(Title of Class of Securities)

449172204

(CUSIP Number)

Alfred M. Rankin, Jr.
5875 Landerbrook Drive, Suite 300
Cleveland, Ohio 44124-4017

(440) 449-9600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 2016

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (*Act*) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

(continued on following pages)

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Alfred M. Rankin, Jr.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO See Item 3

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA		
NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY	247,153	
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING	9	1,400,920
PERSON		SOLE DISPOSITIVE POWER

WITH 247,153
10 SHARED DISPOSITIVE POWER

11 1,400,920
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 1,648,073
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 41.8%
TYPE OF REPORTING PERSON*

IN

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Victoire G. Rankin
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 OO See Item 3
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA		
NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY	21,006	
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING	9	0
PERSON		SOLE DISPOSITIVE POWER

WITH 21,006
10 SHARED DISPOSITIVE POWER

11 1,627,067
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 1,648,073
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 41.8%
TYPE OF REPORTING PERSON*

IN

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Clara T. Rankin Williams
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 OO See Item 3
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA		
NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY	58,586	
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING	9	0 SOLE DISPOSITIVE POWER
PERSON		

WITH 58,586
10 SHARED DISPOSITIVE POWER

11 1,352,293
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 1,410,879
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 35.8%
TYPE OF REPORTING PERSON*

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 David B. Williams
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 OO See Item 3
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF	7	USA	SOLE VOTING POWER
SHARES			
BENEFICIALLY	8	8,012	SHARED VOTING POWER
OWNED BY			
EACH			
REPORTING	9	0	SOLE DISPOSITIVE POWER
PERSON			

WITH 8,012
10 SHARED DISPOSITIVE POWER

11 1,402,867
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 1,410,879
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 35.8%
TYPE OF REPORTING PERSON*

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Trust created by the Agreement, dated February 2, 2011, as supplemented, amended and restated, between Thomas P. K. Rankin, as trustee, and Thomas P. K. Rankin, creating a trust for the benefit of Thomas P. K. Rankin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO See Item 3

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

	USA	
NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY	4,322	
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING	9	0 SOLE DISPOSITIVE POWER

PERSON

WITH 4,322
10 SHARED DISPOSITIVE POWER

0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,322
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%
14 TYPE OF REPORTING PERSON*

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Trust created by the Agreement, dated August 20, 2009, between James T. Rankin, as trustee, and James T. Rankin, creating a trust for the benefit of James T. Rankin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO See Item 3

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 8 15,683 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0 SOLE DISPOSITIVE POWER

PERSON

WITH 15,683
10 SHARED DISPOSITIVE POWER

0
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,683
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.3%
14 TYPE OF REPORTING PERSON*

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Claiborne R. Rankin Trust for children of Julia R. Kuipers dated December 27, 2013 under Custody Agreement, dated December 27, 2013, fbo Evelyn R. Kuipers

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO See Item 3

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

	USA	
NUMBER OF	7	SOLE VOTING POWER
	SHARES	
BENEFICIALLY	0	
	8	SHARED VOTING POWER
OWNED BY		
	EACH	
REPORTING	0	
	9	SOLE DISPOSITIVE POWER
PERSON		

WITH 0
10 SHARED DISPOSITIVE POWER

11 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 0
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 0.0%
TYPE OF REPORTING PERSON*

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Part II to Schedule 13D/A

This Amendment No. 4 to Schedule 13D (this *Amendment No. 4*) is hereby filed to update and supplement certain information with respect to beneficial ownership of shares of Class B Common Stock (*Class B Common*) of Hyster-Yale Materials Handling, Inc. (the *Issuer*) held by certain signatories to the Stockholders Agreement, dated as of September 12, 2012, among the stockholders party thereto and the Issuer (as amended, the *Stockholders Agreement*), that appeared in the Schedule 13D filed by the Reporting Persons on October 9, 2012 (the *Initial Filing*), as amended by Amendment No. 1 filed on February 14, 2013 (*Amendment No. 1*), as further amended by Amendment No. 2 filed on February 14, 2014 (*Amendment No. 2*) and as further amended by Amendment No. 3 filed on February 17, 2015 (together with the Initial Filing, Amendment No. 1 and Amendment No. 2, the *Filings*). This Amendment No. 4 (a) updates certain information with respect to certain Reporting Persons under the Filings and (b) reflects the acquisition and/or disposition of shares of Class B Common by certain Reporting Persons. Capitalized terms used herein but not defined herein have the meanings assigned to them in the Filings.

Item 2. Identity and Background.

(a) (c) Item 2 of the Filings is hereby amended as follows:

The statements under the heading John C. Butler, Jr. are hereby deleted and replaced by the following:

John C. Butler, Jr. Mr. Butler's address is 5875 Landerbrook Drive, Mayfield Heights, OH 44124-4017. He is (a) Senior Vice President-Finance, Treasurer & Chief Administrative Officer of NACCO Industries, Inc. and (b) President and CEO of The North American Coal Corporation.

The statements under the heading Matthew M. Rankin are hereby deleted and replaced in their entirety by the following:

Matthew M. Rankin. Mr. Rankin's address is 2011 St. Andrews Rd., Greensboro, North Carolina 27408. He is a property manager at Carlisle Residential Properties.

The statements under the heading James T. Rankin are hereby deleted and replaced in their entirety by the following:

James T. Rankin. Mr. Rankin's address is 2291 Woodward Way NW, Atlanta, Georgia 30305. He is a real estate broker at King Commercial Properties.

The statements under the heading Elizabeth B. Rankin are hereby deleted and replaced in their entirety by the following:

Elizabeth B. Rankin. Mrs. Rankin's address is 2011 St. Andrews Rd., Greensboro, North Carolina 27408. She is not employed.

The statements under the heading Lynne Turman Rankin are hereby deleted and replaced in their entirety by the following:

Lynne Turman Rankin. Mrs. Rankin's address is 2291 Woodward Way NW, Atlanta, Georgia 30305. She is not employed.

The following new Reporting Persons shall be added:

Trust created by the Agreement, dated February 2, 2011, as supplemented, amended and restated, between Thomas P. K. Rankin, as trustee, and Thomas P. K. Rankin, creating a trust for the benefit of Thomas P. K. Rankin. Mr. Thomas P. K. Rankin is the trustee. Mr. Rankin's business address is 1908 Cliff Valley Way NE, Atlanta, Georgia 30329. He is an investment associate at RFA Management Co.

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Trust created by the Agreement, dated August 20, 2009, between James T. Rankin, as trustee, and James T. Rankin, creating a trust for the benefit of James T. Rankin. Mr. James T. Rankin is the trustee. Mr. Rankin's business address is 1731 Commerce Drive, Atlanta, Georgia 30318. He is a real estate broker at King Commerce Properties, Inc.

Claiborne R. Rankin Trust for children of Julia R. Kuipers dated December 27, 2013 under Custody Agreement dated December 27, 2013 fbo Evelyn R. Kuipers. Ms. Julia R. Kuipers is the trustee. Ms. Kuipers' home address is 161 Cushing Street, Cambridge, Massachusetts 02138. She is not employed.

Item 5. Interest in Securities of the Issuer.

The statements under the heading Alfred M. Rankin Jr. are hereby deleted and replaced in their entirety by the following:

Alfred M. Rankin, Jr. Mr. Rankin has the sole power to vote and dispose of 247,153 shares of Class B Common and shares the power to vote and dispose of 1,400,920 shares of Class B Common. Collectively, the 1,648,073 shares of Class B Common beneficially owned by Mr. Rankin constitute approximately 41.8% of the Class B Common outstanding as of December 31, 2015.

The statements under the heading Victoire G. Rankin are hereby deleted and replaced in their entirety by the following:

Victoire G. Rankin. Mrs. Rankin has the sole power to vote and dispose of 21,006 shares of Class B Common and shares the power to dispose of 1,627,067 shares of Class B Common. Collectively, the 1,648,073 shares of Class B Common beneficially owned by Mrs. Rankin constitute approximately 41.8% of the Class B Common outstanding as of December 31, 2015.

The statements under the heading Clara T. Rankin Williams are hereby deleted and replaced in their entirety by the following:

Clara T. Rankin Williams. Ms. Williams has the sole power to vote and dispose of 58,586 shares of Class B Common and shares the power to dispose of 1,352,293 shares of Class B Common. Collectively, the 1,410,879 shares of Class B Common beneficially owned by Ms. Williams constitute approximately 35.8% of the Class B Common outstanding as of December 31, 2015.

The statements under the heading David B. Williams are hereby deleted and replaced in their entirety by the following:

David B. Williams. Mr. Williams has the sole power to vote and dispose of 8,012 shares of Class B Common and shares the power to dispose of 1,402,867 shares of Class B Common. Collectively, the 1,410,879 shares of Class B Common beneficially owned by Mr. Williams constitute approximately 35.8% of the Class B Common outstanding as of December 31, 2015.

The following new Reporting Persons shall be added:

Thomas P. K. Rankin, Trustee of the trust created by the agreement, dated February 2, 2011, as supplemented, amended and restated, between Thomas P. K. Rankin, as trustee, and Thomas P. K. Rankin, creating a trust for the benefit of Thomas P. K. Rankin. The trust has the sole power to vote and dispose of 4,322 shares of Class B Common. Collectively, the 4,322 shares of Class B Common beneficially owned by the trust constitute approximately 0.1% of the Class B Common outstanding as of December 31, 2015.

Trust created by the Agreement, dated August 20, 2009 between James T. Rankin, as trustee, and James T. Rankin, creating a trust for the benefit of James T. Rankin. The trust has the sole power to vote and dispose of 15,683 shares of Class B Common. Collectively, the 15,683 shares of Class B Common beneficially owned by the trust constitute approximately 0.3% of the Class B Common outstanding as of December 31, 2015.

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Claiborne R. Rankin Trust for children of Julia R. Kuipers dated December 27, 2013 under Custody Agreement dated December 27, 2013 fbo Evelyn R. Kuipers. The trust has no power to vote or dispose of any shares of Class B Common. Julia R. Kuipers, as trustee, has the sole power to vote and dispose of any shares of Class B Common held by the trust.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.
Item 6 of the Filings is hereby amended by inserting at the end thereof the following:

Effective March 27, 2015, each of the Issuer and the Participating Stockholders executed and delivered an Amendment to Stockholders Agreement amending the Stockholders Agreement to add additional Participating Stockholders under the Stockholders Agreement. A copy of the Amendment to Stockholders Agreement is filed as Exhibit 9 hereto and is incorporated herein by reference.

Effective December 29, 2015, each of the Issuer and the Participating Stockholders executed and delivered an Amendment to Stockholders Agreement amending the Stockholders Agreement to add an additional Participating Stockholder under the Stockholders Agreement. A copy of the Amendment to Stockholders Agreement is filed as Exhibit 10 hereto and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Initial Filing is hereby amended by adding the following:

- Exhibit 9 Third Amendment to Stockholders Agreement, dated as of March 27, 2015, by and between the Issuer and the Participating Stockholders (incorporated by reference to the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on April 29, 2015, Commission File Number 000-54799)
- Exhibit 10 Fourth Amendment to Stockholders Agreement, dated as of December 29, 2015, by and between the Issuer and the Participating Stockholders (filed herewith)
- [Signatures begin on the next page.]**

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After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: February 16, 2016

/s/ Alfred M. Rankin, Jr.

Name: Alfred M. Rankin, Jr., on behalf of himself, and as:
Attorney-in-Fact for Clara L. T. Rankin*
Attorney-in-Fact for Victoire G. Rankin*
Attorney-in-Fact for Helen R. Butler*
Attorney-in-Fact for Clara T. Rankin Williams*
Attorney-in-Fact for Thomas T. Rankin*
Attorney-in-Fact for Matthew M. Rankin*
Attorney-in-Fact for James T. Rankin*
Attorney-in-Fact for Claiborne R. Rankin*

Attorney-in-Fact for Chloe O. Rankin*
Attorney-in-Fact for Chloe R. Seelbach*
Attorney-in-Fact for Claiborne R. Rankin, Jr.*
Attorney-in-Fact for Roger F. Rankin*
Attorney-in-Fact for Bruce T. Rankin*

&