

WABASH NATIONAL CORP /DE

Form 4

September 28, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WABASH NATIONAL CORP /DE

2. Issuer Name **and** Ticker or Trading
Symbol
SUPREME INDUSTRIES INC
[STS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1000 SAGAMORE PARKWAY
SOUTH

3. Date of Earliest Transaction
(Month/Day/Year)
09/27/2017

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)
LAFAYETTE, IN 47905

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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, par value \$0.10	09/27/2017		P(1)		1,564,881 (1) (2)	A	\$ 21 0 (3)
						D	

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WABASH NATIONAL CORP /DE
1000 SAGAMORE PARKWAY SOUTH
LAFAYETTE, IN 47905

X

Signatures

Richard J. Giromini, Chief Executive Officer of Wabash National
Corporation

09/28/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

These shares were acquired pursuant to an Agreement and Plan of Merger, dated August 8, 2017 (the "Merger Agreement"), by and among the Reporting Person, Redhawk Acquisition Corporation, a wholly owned subsidiary of the Reporting Person ("Purchaser"), and the Issuer. Pursuant to the Merger Agreement, the Reporting Person acquired all of the outstanding shares of the Issuer's Class A common (1) stock, par value \$0.10, and Class B common stock, par value \$0.10, in a two-step transaction involving, first, the completion of a tender offer by the Reporting Person and Purchaser (the "Tender Offer"), and, second, a back-end merger for 100% ownership pursuant to which Purchaser merged with and into the Issuer and the Reporting Person acquired all of the outstanding shares of the Issuer that were not acquired by Purchaser in the Tender Offer.

(2) Upon the completion of the tender offer described above in footnote 1, all of the Issuer's outstanding Class B common stock, par value \$0.10, converted into shares of Class A Common Stock on a one-for-one basis.

(3) Upon the merger of the Purchaser with and into the Issuer, all of the outstanding shares of Issuer's Class A common stock were canceled and the Issuer became a wholly owned subsidiary of the Reporting Person.

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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