

AMERICAN VANGUARD CORP
 Form 3
 February 07, 2017

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 * Eilers Peter (Last) (First) (Middle) 4695 MACARTHUR COURT, SUITE 1200 (Street) NEWPORT BEACH, CA 92660 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2017	3. Issuer Name and Ticker or Trading Symbol AMERICAN VANGUARD CORP [AVD]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) See Remarks	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	9,730 ⁽¹⁾ ⁽²⁾	D	^

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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
---	---	---	--	---	--

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
---------------------	--------------------	----------------------------------	----------------------------------

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eilers Peter 4695 MACARTHUR COURT, SUITE 1200 NEWPORT BEACH, CA 92660	^	^	^ See Remarks	^

Signatures

/s/ Peter Eilers 01/05/2017

**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) These shares include both (x) four tranches of time-based restricted stock as follows: 1,066 shares that vested on 9/17/2015; 1,065 shares that shall vest on 8/1/2017; 1,065 shares that shall vest on 8/1/2018; and 1,069 shares that shall vest on 1/6/2019; and (y) two tranches of performance shares as follows: 3,196 shares that shall vest on 8/1/2018 and 1,669 shares that shall vest on 1/6/2019. With respect to time-based shares, vesting occurs on the condition that reporting person remain continuously employed through the vesting date. With respect to the performance shares, vesting occurs on two conditions: first, that reporting person remains continuously employed through the vesting date, and second, that the issuer achieve certain financial performance metrics. The payout of shares may range from zero to 200 percent of the number of shares awarded depending upon whether and to what extent issuer underachieves, meets or exceeds targeted performance, which is assessed as follows:

(2) (Continues from Footnote 1) based upon a three year performance period commencing with the date of award, the issuer compares its earnings before income tax (EBIT) with the median EBIT of an agchem peer group and applies a 50% factor; the issuer then compares its net sales for the performance period with the median net sales of the same group and applies a 30% factor; and finally, the issuer compares its total shareholder return (TSR) over the same period with that of two groups - the Russell 2000 (10% factor) and the median TSR of peers identified in our proxy (10% factor).

^

Remarks:

Vice President/BD & Mktg - AMVAC

The reporting person has executed a Power of Attorney dated January 5, 2017 permitting execution

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.