

HIGHBRIDGE CAPITAL MANAGEMENT LLC

Form 4

June 07, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HIGHBRIDGE CAPITAL MANAGEMENT LLC

(Last) (First) (Middle)

40 WEST 57TH ST., 32ND FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CASTLE A M & CO [CTAM]

3. Date of Earliest Transaction
(Month/Day/Year)
06/05/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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 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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 required to respond unless the form displays a currently valid OMB control number.

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security | Disposed of (D) (Instr. 3, 4, and 5) | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|---|---|------------|------|---|-----|-----|------------------|-----------------|--|----------------------|
| | | | | | | | | | | |
| 5.0% / 7.0% Convertible Sr Secured PIK Toggle Notes due 2022 | (1) | 06/05/2018 | P | | \$ | | (2) | (2) | Common Stock, par value \$0.01 per share (3) | 604,72 (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HIGHBRIDGE CAPITAL MANAGEMENT LLC 40 WEST 57TH ST. 32ND FLOOR NEW YORK, NY 10019 | | X | | |
| 1992 MSF International Ltd. C/O HEDGESERV (CAYMAN) LTD. WILLOW HOUSE, CRICKET SQUARE 3RD FLOOR GEORGE TOWN, GRAND CAYMAN, E9 00000 | | X | | |

Signatures

| | |
|---|------------|
| Highbridge Capital Management, LLC, By: /s/ John Oliva, its Managing Director | 06/07/2018 |
| __Signature of Reporting Person | Date |
| 1992 MSF International Ltd., By: Highbridge Capital Management, LLC, its Trading Manager, By: /s/ John Oliva, its Managing Director | 06/07/2018 |
| __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).
 - (1) The Convertible Notes are convertible into shares of Common Stock at an initial conversion rate of 0.2654 shares of Common Stock per \$1.00 principal amount of Convertible Notes (subject to adjustment in certain circumstances in accordance with the terms of the Convertible Notes).
 - (2) The Issuer's 5.00% / 7.00% Convertible Senior Secured PIK Toggle Notes due 2022 (the "Convertible Notes") are convertible at the election of the holder at any time prior to the close of business on the trading day immediately preceding August 31, 2022, the maturity date of the Convertible Notes.
 - (3) Upon conversion of the Convertible Notes, the settlement of the conversion right may, at the option of the Issuer, be in the form of shares of Common Stock, cash or a combination of cash and shares of Common Stock.
 - (4) Includes \$2,053,185 principal amount of Convertible Notes received as payment-in-kind interest.
 - (5) The securities reported herein are held by (i) 1992 MSF International Ltd., a Cayman Islands exempted company ("MSF International") and (ii) 1992 Tactical Credit Master Fund, L.P., a Cayman Islands exempted limited partnership ("1992 Tactical" and together with MSF

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International, the "Funds"). Highbridge Capital Management, LLC ("HCM") serves as the trading manager of the Funds. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of such Reporting Person's pecuniary interest therein.

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.