

Heritage-Crystal Clean, Inc.  
Form SC 13G/A  
February 03, 2015

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. 6)\*

Heritage-Crystal Clean, Inc.  
(Name of Issuer)

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

42726M106  
(CUSIP Number)

December 31, 2014  
(Date of Event Which Requires Filing of this Statement)

Check the  
appropriate  
box to  
designate the  
rule pursuant  
to which this  
Schedule is  
filed:

Rule 13d-1(b)  
Rule 13d-1(c)  
Rule 13d-1(d)

\*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 the disclosures provided in a prior cover page.

The information required in 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).

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1	NAME OF REPORTING PERSON	The Heritage Group
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Indiana
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
5	SOLE VOTING POWER	5,005,444
6	SHARED VOTING POWER	0
7	SOLE DISPOSITIVE POWER	5,005,444
8	SHARED DISPOSITIVE POWER	0
9	AGGREGATE	5,005,444

AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES  
CERTAIN SHARES  
(See Instructions)

10

PERCENT OF  
CLASS  
REPRESENTED 22.7%  
BY AMOUNT IN  
ROW (9)

11

TYPE OF  
REPORTING  
PERSON (See  
Instructions) PN

12

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1 NAME  
OF  
REPORTING PERSON Fred M. Fehsenfeld, Jr.

2 CHECK THE  
APPROPRIATE BOX (a)  
IF A MEMBER OF A (b)  
GROUP

3 SEC USE ONLY

4 CITIZENSHIP  
OR PLACE United States  
OF  
ORGANIZATION

5 SOLE  
VOTING 1,015,048  
POWER

6 SHARED  
VOTING 10,000(1)  
POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH  
REPORTING PERSON WITH

7 SOLE  
DISPOSITIVE 1,015,048  
POWER

8 SHARED  
DISPOSITIVE 10,000(1)  
POWER

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,025,048
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	4.6%
12	TYPE OF REPORTING PERSON (See Instructions)	IN

These shares of Common Stock are owned by the Reporting Person's family members. The Reporting Person (1) disclaims beneficial ownership of the shares of Common Stock owned by these family members except to the extent of the Reporting Person's pecuniary interest therein.

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Pages

Item 1.

Name of Issuer:

(a) Heritage-Crystal  
Clean, Inc.

Address of  
Issuer's Principal  
Executive  
Offices:

(b) 2175 Point  
Boulevard, Suite  
375, Elgin,  
Illinois 60123

Item 2.

(a) Name of Persons  
Filing:

This Schedule  
13G is being  
jointly filed by  
the following  
persons (each a  
"Reporting Person"  
and collectively,  
the "Reporting  
Persons")  
pursuant to Rule  
13d-1(k)(1)  
promulgated by  
the Securities  
and Exchange  
Commission  
pursuant to  
Section 13 of the  
Securities  
Exchange Act of  
1934 (the "Act"):

(1) The  
Heritage Group  
(2) Fred M.  
Fehsenfeld, Jr.

A Joint Filing  
Agreement has  
been executed by  
the Reporting  
Persons and is  
included as  
Exhibit A to this  
Schedule 13G.

Address of  
Principal  
Business Office  
or, if none,  
Residence:  
The principal  
business office  
(b) for both  
Reporting  
Persons is 5400  
West 86<sup>th</sup> Street,  
Indianapolis,  
Indiana 46268.

Citizenship:  
(1) The  
Heritage Group  
is an Indiana  
general

(c) partnership.  
(2) Mr.  
Fehsenfeld is a  
citizen of the  
United States.

Title of Class of  
Securities:  
(d) Common Stock,  
\$0.01 par value.  
CUSIP number:  
(e) 42726M106.

Item 3. If this statement is  
filed pursuant to  
Rule 13d-1(b), or  
13d-2(b) or (c),  
check whether the  
person filing is a:

Not applicable.

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Item 4. Ownership

Amount beneficially owned:

- (a) (1) The Heritage Group:  
5,005,444
- (2) Mr. Fehsenfeld:  
1,025,048

Percent of class:

- (1) The Heritage Group:  
22.7%\*
- (2) Mr. Fehsenfeld:  
4.6%\*

\*Percentage ownership is based on 22,066,374 shares of Common Stock outstanding as of

- (b) December 17, 2014, based on the number presented in the Issuer's Form 10-Q for the quarter ended September 6, 2014, as adjusted by the public offering reported in the Issuer's 424B5 filed December 15, 2014, and Current Report on Form 8-K filed December 16, 2014.

- (c) Number of shares as to which the person has:
  - (1) The Heritage Group
    - (i) Sole power to vote or to direct the vote:  
5,005,444  
(FN1)
    - (ii) Shared power to vote or to direct the vote: 0
    - (iii) Sole power to dispose or to direct

(iv) the  
disposition  
of:  
5,005,444  
(FN1)  
Shared  
power to  
dispose or  
to direct  
the  
disposition  
of: 0

FN1: The Heritage Group is a general partnership formed under the laws of the State of Indiana. Twenty-nine grantor trusts own all of the outstanding general partner interests in the Reporting Person. Six trustees, acting on behalf of each of these trusts, have the duty and have been empowered to carry out the purposes of the general partnership pursuant to the Articles of Partnership. The six trustees are Fred M. Fehsenfeld, Jr., James C. Fehsenfeld, Nicholas J. Rutigliano, William S. Fehsenfeld, Amy M. Schumacher, and Jeffrey A. Laborsky. Each of the 29 grantor trusts is managed by these six trustees, and each trust independently owns Common Stock of the Issuer. The Heritage Group and each of the 29 grantor trusts is an entity separate and distinct from each of the others. Each is operated in accordance with its own governing agreement and by the trustees, acting according to the fiduciary duties

imposed upon trustees and partners under the trust and other laws of the State of Indiana. Accordingly, The Heritage Group disclaims beneficial ownership of the shares of Common Stock owned by the 29 grantor trusts.

(2) Mr. Fehsenfeld

- (i) Sole power to vote or to direct the vote: 1,015,048 Shared power to vote or to direct the vote: 10,000 (FN2)
- (ii) Sole power to dispose or to direct the disposition of: 1,015,048 Shared power to dispose or to direct the disposition of: 10,000 (FN2)
- (iii) Sole power to dispose or to direct the disposition of: 1,015,048 Shared power to dispose or to direct the disposition of: 10,000 (FN2)
- (iv) Sole power to dispose or to direct the disposition of: 1,015,048 Shared power to dispose or to direct the disposition of: 10,000 (FN2)

FN2: These shares of Common Stock are owned by the Reporting Person's family members (specifically, his spouse and two children). The Reporting Person disclaims beneficial ownership of the shares of Common Stock owned by these family members except to the extent of the

Reporting Person's pecuniary interest therein. In addition, as discussed in FN1 above, the Reporting Person serves as one of six trustees who together are empowered to act on behalf of The Heritage Group, as well as on behalf of each of the 29 grantor trusts that together own all the outstanding general partner interests of The Heritage Group. The Reporting Person disclaims beneficial ownership of the shares of Common Stock owned by The Heritage Group and/or by any of the 29 grantor trusts except to the extent of the Reporting Person's pecuniary interest therein.

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Ownership of  
Item Five Percent  
5. or Less of a  
Class

Not  
applicable.

Ownership  
of  
More  
than  
Five  
Item Percent

6. on  
Behalf  
of  
Another  
Person  
Please refer to  
FN1 and FN2  
in Item 4.

Identification  
and  
Classification  
of the  
Subsidiary  
Which  
Acquired the  
Item Security

7. Being  
Reported on  
by the Parent  
Holding  
Company or  
Control  
Person

Not  
applicable.

Identification  
and  
Item Classification  
8. of Members  
of the Group

Not  
applicable.

Item Notice of

9. Dissolution of  
Group  
Not  
applicable.

Item  
10. Certifications

Not  
applicable.

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SIGNATURE

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

The Heritage Group

By: /s/ John P. Vercruysse

January 31, 2015 John P. Vercruysse, Controller

Fred M. Fehsenfeld, Jr.

By: /s/ Fred M. Fehsenfeld, Jr.

January 31, 2015 Fred M. Fehsenfeld, Jr.

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EXHIBIT A

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, each of the undersigned persons hereby agrees and consents to the filing of a single Schedule 13G, and any and all future amendments thereto, with the Securities and Exchange Commission on their behalf in connection with their beneficial ownership of securities of Heritage-Crystal Clean, Inc.

This Agreement may be executed in any number of counterparts each of which shall be deemed an original and all of which together shall be deemed to constitute one and the same Agreement.

IN WITNESS WHEREOF, the undersigned persons hereby execute this Agreement on the dates indicated below.

The Heritage Group

By: /s/ John P. Vercruysse

January 31, 2015      John P. Vercruysse, Controller

Fred M. Fehsenfeld, Jr.

By: /s/ Fred M. Fehsenfeld, Jr.

January 31, 2015      Fred M. Fehsenfeld, Jr.