

Unger Steven J  
Form 4  
December 06, 2018

**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 \*  
Unger Steven J

2. Issuer Name **and** Ticker or Trading  
Symbol  
American Railcar Industries, Inc.  
[ARII]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O AMERICAN RAILCAR  
INDUSTRIES, INC., 100 CLARK  
STREET

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/05/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP & CCO

ST. CHARLES, MO 63301

(City) (State) (Zip)

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

**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	(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  
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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)

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 35.99	12/05/2018		D <sup>(1)</sup>		13,815		<sup>(2)</sup>	06/01/2024	Common Stock	13,815
Stock Appreciation Right	\$ 38.28	12/05/2018		D <sup>(1)</sup>		13,546		<sup>(3)</sup>	03/16/2025	Common Stock	13,546

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Unger Steven J C/O AMERICAN RAILCAR INDUSTRIES, INC. 100 CLARK STREET ST. CHARLES, MO 63301				SVP & CCO

## Signatures

/s/ Steven J. Unger  
Date: 12/06/2018

\_\_\_\_\_  
Signature of Reporting Person

## 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).

- On December 5, 2018, the transactions contemplated by the Agreement and Plan of Merger (the "Merger Agreement"), dated as of October 22, 2018, by and between American Railcar Industries, Inc. ("ARI") and STL Parent Corp. were completed. Pursuant to the
- (1) Merger Agreement, Merger Sub was merged with and into ARI, with ARI continuing as the surviving corporation after the merger. At the effective time of the merger, all of the stock appreciation rights held by Mr. Unger were disposed of pursuant to the terms of the Merger Agreement.
- One-third of these stock appreciation rights were vested at the effective time of the merger and, pursuant to the terms of the Merger
- (2) Agreement, were cancelled at the effective time in exchange for the right to receive a lump sum cash payment calculated in accordance with the terms of the Merger Agreement. The unvested portion was cancelled for no consideration or payment.
- (3) All of these stock appreciation rights were unvested at the effective time of the merger and, pursuant to the terms of the Merger Agreement, were cancelled for no consideration or payment.

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.