

AZZ INC
Form 3
July 21, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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)

| | | | | | |
|--|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Bacias Chris M.</p> <p>(Last) (First) (Middle)</p> <p>ONE MUSEUM PLACE, SUITE 500,Â 3100 WEST 7TH STREET</p> <p>(Street)</p> <p>FORT WORTH,Â TXÂ 76107</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/14/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>AZZ INC [AZZ]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer ____ Other (give title below) (specify below) VP, Corporate Development</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>____ Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|--|

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 | 1,199 | D | Â |

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

SEC 1473 (7-02)

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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) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|--|
|---|--|--|--|--|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------|---------------------|--------------------|--------------|----------------------------------|----------|--|---|
| STOCK APPRECIATION RIGHTS | Â (1) | 09/02/2021 | COMMON STOCK | 2,724 | \$ (2) | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | COMMON STOCK | 990 | \$ (4) | D | Â |
| Restricted Stock Units | Â (5) | Â (5) | COMMON STOCK | 1,138 | \$ (4) | D | Â |
| Performance Share Units | Â (6) | Â (6) | COMMON STOCK | 1,138 | \$ (7) | D | Â |
| Restricted Stock Units | Â (8) | Â (8) | COMMON STOCK | 1,650 | \$ (4) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bacius Chris M. ONE MUSEUM PLACE, SUITE 500 3100 WEST 7TH STREET FORT WORTH, TX 76107 | Â | Â | Â VP, Corporate Development | Â |

Signatures

/s/ Tara D. Mackey, attorney-in-fact for Chris M. Bacius

07/21/2015

__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) The stock appreciate rights (SARs) shall vest over a three year period with 1/3 vesting each of the first, second and third anniversaries beginning on March 1, 2015.
 - (2) The SARs are settled in shares of AZZ common stock in an amount equal to the excess value of the grant date price over the exercise price.
 - (3) The restricted stock units (RSUs) shall vest over a three year period with one-third of the RSUs vesting on each of the following dates: March 1, 2015, March 1, 2016 and March 1, 2017.
 - (4) Each RSU represents a contingent right to receive one share of AZZ common stock.
 - (5) Pursuant to the Issuer's 2014 Long Term Incentive Plan (the "2014 Plan"), the RSUs will vest over a three year period with 1/3 of the RSUs vesting each of the first, second and third anniversaries beginning on April 27, 2016.
- The performance share units (PSUs) are issued under AZZ's 2014 Plan. The PSUs will vest and become payable, if at all, on the third anniversary from the date of grant, ranging from 0% to 200% based on AZZ achieving a 8.5% target average adjusted return on assets
- (6) from March 1, 2015 to February 28, 2018. In addition, target awards will be subject to a multiplier based on AZZ's total shareholder return for the three year period ranking within the top quartile relative to each company in a custom industry peer group for the same period up to a maximum of 250% of the target award. The number of PSUs reported reflects the target award amount.

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- (7) Each PSU represents a contingent right to receive shares of AZZ common stock with the actual number varying based on achieved results.
- (8) The RSUs shall vest ratably over a two-year period beginning March 1, 2015. The award will be fully vested on March 1, 2016.

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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