

# **FMSA HOLDINGS INC**

Reported by  
**SMITH VAN T.**

## **FORM 3**

(Initial Statement of Beneficial Ownership)

Filed 10/02/14 for the Period Ending 10/02/14

Address	8834 MAYFIELD ROAD CHESTERLAND, OH 44026
Telephone	800-255-7263
CIK	0001010858
Symbol	FMSA
SIC Code	1400 - Mining & Quarrying of Nonmetallic Minerals (No Fuels)

# FORM 3

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

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30  
(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *  <b>Smith Van T.</b>	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>10/2/2014</b>	3. Issuer Name <b>and</b> Ticker or Trading Symbol  <b>FMSA HOLDINGS INC [FMSA]</b>
(Last) (First) (Middle)  <b>8834 MAYFIELD ROAD</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ____ Director _____ 10% Owner ____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Executive Vice President /</b>	
(Street)  <b>CHESTERLAND, OH 44026</b>  (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)  _ <input checked="" type="checkbox"/> _ Form filed by One Reporting Person ____ 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)
<b>Class A Common Stock</b> (1)	<b>250138</b>	<b>D</b>	
<b>Class B Common Stock</b> (1)	<b>81600</b>	<b>D</b>	
<b>Class A Common Stock</b> (1)	<b>238000</b>	<b>I</b>	<b>Self, Trustee of Van Smith Grantor Retained Annuity Trust #1 Under Trust Agreement dated 06/26/2014</b>

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Stock option, right to purchase one share of Class B Common</b> (2)	(3)	<b>12/7/2020</b>	<b>Common Stock</b>	<b>156400</b>	<b>\$3.56</b>	<b>D</b>	
<b>Stock option, right to purchase one share of Class B</b>	(4)	<b>7/31/2023</b>	<b>Common</b>	<b>17000</b>	<b>\$10.45</b>	<b>D</b>	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Common</b> (2)			<b>Stock</b>				
<b>Stock option, right to purchase one share of Class B Common</b> (2)	(5)	<b>12/10/2023</b>	<b>Common Stock</b>	<b>85000</b>	<b>\$10.45</b>	<b>D</b>	

**Explanation of Responses:**

- (1) Upon the closing of the issuer's initial public offering, the issuer's Class A Common Stock and Class B Common Stock will automatically convert into Common Shares of the issuer on a 1-for-1 basis.
- (2) The Class B Common Stock options are fully exercisable seven years from the grant date. The vesting schedule can be accelerated as to 1/5 of the shares at the end of each fiscal year over a five-year period, provided (i) the issuer meets a specified EBITDA target and (ii) the reporting person has been an employee or key non-employee at all times from the grant date. If the Company fails to meet the EBITDA target for a fiscal year, but meets a cumulative EBITDA target in that year or a later year (and the reporting person has been an employee or key non-employee at all times from the grant date through the last day of such later year), the applicable percentage of the option which would have become exercisable pursuant to the vesting schedule shall become exercisable.
- (3) The options became exercisable as to: (i) 31,820 of the shares on 12/31/11, (ii) 31,820 of the shares on 12/31/12 and (iii) 31,820 on 12/31/13. The remaining 62,560 options will become fully exercisable on 12/7/17.
- (4) The options became exercisable as to 3,400 of the shares on 12/31/13. The remaining 13,600 options will become fully exercisable on 7/31/20.
- (5) The options will become fully exercisable on 12/10/20.

**Remarks:**

This Form 3 is being filed in connection with the effectiveness of the Registration Statement on Form S-1 (Registration No. 333-198322). Exhibit list: Exhibit 24.1 - Power of Attorney

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Smith Van T. 8834 MAYFIELD ROAD CHESTERLAND, OH 44026</b>			<b>Executive Vice President</b>	

**Signatures**/s/ Van T. Smith by David J. Crandall10/2/2014

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.

POWER OF ATTORNEY  
FOR EXECUTING FORM ID, FORMS 3, FORMS 4 AND FORMS 5,  
FORM 144 AND SCHEDULE 13D AND 13G

The undersigned hereby constitutes and appoints Jenniffer D. Deckard, Christopher L. Nagel or David J. Crandall, or any one of them acting without the others, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned a Form ID (including amendments thereto), or any other forms prescribed by the Securities and Exchange Commission, that may be necessary to obtain codes and passwords enabling the undersigned to make electronic filings with the Securities and Exchange Commission of the forms referenced in clause (2) below;
2. Execute for and on behalf of the undersigned (a) any Form 3, Form 4 and Form 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (b) Form 144 and (c) Schedule 13D and Schedule 13G (including amendments thereto) in accordance with Sections 13(d) and 13(g) of the Exchange Act, but only to the extent each form or schedule relates to the undersigned's beneficial ownership of securities of FMSA Holdings Inc. or any of its subsidiaries;
3. Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any Form ID, Form 3, Form 4, Form 5, Form 144, Schedule 13D or Schedule 13G (including amendments thereto) and timely file the forms or schedules with the Securities and Exchange Commission and any stock exchange or quotation system, self-regulatory association or any other authority, and provide a copy as required by law or advisable to such persons as the attorney-in-fact deems appropriate; and
4. Take any other action in connection with the foregoing that, in the opinion of the attorney-in-fact, may be of benefit to, in the best interest of or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in the form and shall contain the terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform all and every act requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers granted herein. The undersigned acknowledges that the attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming (nor is FMSA Holdings Inc. assuming) any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

The undersigned agrees that the attorney-in-fact may rely entirely on information furnished orally or in writing by or at the direction of the undersigned to the attorney-in-fact. The undersigned also agrees to indemnify and hold harmless FMSA Holdings Inc. and the attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omissions of necessary facts in the information provided by or at the direction of the undersigned, or upon the lack of timeliness in the delivery of information by or at the direction of the undersigned, to the attorney-in fact for purposes of executing,

acknowledging, delivering or filing a Form ID, Form 3, Form 4, Form 5, Form 144, Schedule 13D or Schedule 13G (including amendments thereto) and agrees to reimburse FMSA Holdings Inc. and the attorney-in-fact on demand for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Form ID, Form 3, Form 4, Form 5, Form 144, Schedule 13D and Schedule 13G (including amendments thereto) with respect to the undersigned's holdings of and transactions in securities issued by FMSA Holdings Inc., unless earlier revoked by the undersigned in a signed writing delivered to the attorney-in-fact. This Power of Attorney does not revoke any other power of attorney that the undersigned has previously granted.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

/s/ Van T. Smith

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Signature

Van T. Smith

-----  
Type or Print Name

9/25/14

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Date