

---

---

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

---

**FORM 8-K**

---

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) September 21, 2015**

---

**FAIRMOUNT SANTROL HOLDINGS INC.**

(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36670**  
(Commission  
File Number)

**34-1831554**  
(IRS Employer  
Identification No.)

**8834 Mayfield Road, Chesterland, Ohio**  
(Address of principal executive offices)

**44026**  
(Zip Code)

**Registrant's telephone number, including area code: (800) 255-7263**

(Former name or former address, if changed since last report.)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
-

---

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Christopher L. Nagel has announced his intention to resign as the Chief Financial Officer and Executive Vice President of Finance of Fairmount Santrol Holdings Inc. (the “Company”) effective October 20, 2015.

**Item 8.01 Other Events.**

On September 23, 2015, the Company issued a press release, a copy of which is furnished with this current report on Form 8-K as [Exhibit 99.1](#).

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release of the Company, dated September 23, 2015.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 23, 2015

**FAIRMOUNT SANTROL HOLDINGS INC.**

By: /s/ David J. Crandall

---

David J. Crandall

Vice President, General Counsel and Secretary

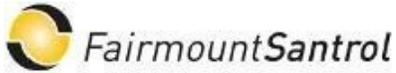
---

**Exhibit Index**

Exhibit  
Number

Description

99.1 Press release of the Company, dated September 23, 2015.

**FOR IMMEDIATE RELEASE****FAIRMOUNT SANTROL ANNOUNCES DEPARTURE OF CHIEF FINANCIAL OFFICER**

CHESTERLAND, Ohio, September 23, 2015 – Fairmount Santrol (NYSE:FMSA) today announced that Christopher L. Nagel will leave his position as Chief Financial Officer and Executive Vice President of Finance effective October 20, 2015, in order to pursue an opportunity in the consumer products industry. Mr. Nagel's departure is not the result of any dispute or disagreement with the Company or any matter relating to the Company's accounting practices or financial statements.

"Since joining Fairmount Santrol as CFO in 2011, Chris has been instrumental in building a best-in-class financial organization that helped prepare us for last year's initial public offering and will continue to support our needs as a public company," said Jenniffer Deckard, Fairmount Santrol President and Chief Executive Officer. "We thank Chris for his contributions to the ongoing success of our Company, and we wish him a very successful future."

She continued, "We remain confident in our experienced management team and in the continued execution of our strategy."

Fairmount Santrol has engaged an executive search firm to assist in finding a successor and will begin meeting with qualified candidates as soon as possible. Within the next few weeks, the Company expects to designate an interim CFO who will work closely with Mr. Nagel to assure an orderly transition of his responsibilities.

Mr. Nagel said, "I am very grateful for my time at Fairmount Santrol and the opportunity to work with such a strong management team and incredible organization. We have accomplished much as a team, including the completion of our IPO last year and the related enhancements to our systems and processes. I am committed to helping the Company ensure a smooth transition of CFO responsibilities over the next month."

---

## **About Fairmount Santrol**

Fairmount Santrol is a leading provider of high-performance sand and sand-based products used by oil and gas exploration and production companies to enhance the productivity of their wells. The company also provides high-quality products, strong technical leadership and applications knowledge to end users in the foundry, building products, water filtration, glass, and sports and recreation markets. Its global logistics capabilities include a wide-ranging network of distribution terminals and thousands of rail cars that allow the company to effectively serve customers wherever they operate. As one of the nation's longest continuously operating mining organizations, Fairmount Santrol has developed a strong commitment to all three pillars of sustainable development, People, Planet and Prosperity. Correspondingly, the company's motto and action orientation is: "Do Good. Do Well." For more information, visit [FairmountSantrol.com](http://FairmountSantrol.com).

### **Investor contact:**

Sharon Van Zeeland  
Fairmount Santrol  
440-279-0204  
[Sharon.VanZeeland@FairmountSantrol.com](mailto:Sharon.VanZeeland@FairmountSantrol.com)

### **Media contact:**

Kristin Lewis  
Fairmount Santrol  
440-279-0245  
[Kristin.Lewis@FairmountSantrol.com](mailto:Kristin.Lewis@FairmountSantrol.com)

## **Statement Concerning Forward-Looking Statements**

Certain statements contained in this press release constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements represent the Company's expectations or beliefs concerning future events, and it is possible that the results described in this press release will not be achieved. These forward-looking statements are subject to risks, uncertainties and other factors, many of which are outside of the Company's control that could cause actual results to differ materially from the results discussed in the forward-looking statements. These factors include: changes in prevailing economic conditions, including fluctuations in demand for, and pricing of, our products; possible adverse effects of being leveraged, including interest rate, event of default or refinancing risks, as well as potentially limiting the Company's ability to invest in certain market opportunities; our ability to successfully develop and market new products, including Propel SSP™; and our rights and ability to mine our property and our renewal or receipt of the required permits and approvals from government authorities and other third parties; our ability to implement capacity expansion plans within our time and budgetary parameters; increasing costs or a lack of dependability or availability of transportation services or infrastructure and geographic shifts in demand; changing legislative and regulatory initiatives relating to our business, including environmental, mining, health and safety, licensing, reclamation and other regulation relating to hydraulic fracturing (and changes in their enforcement and interpretation); silica-related health issues and corresponding litigation; seasonal and severe weather conditions; and other operating risks that are beyond our control.

Any forward-looking statement speaks only as of the date on which it is made, and, except as required by law, the Company does not undertake any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

---

New factors emerge from time to time, and it is not possible for the Company to predict all such factors. When considering these forward-looking statements, you should keep in mind the risk factors and other cautionary statements detailed in filings with the Securities and Exchange Commission including the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2014, as the same may be updated from time to time. The risk factors and other factors noted in our public filings could cause our actual results to differ materially from those contained in any forward-looking statement.