

Real Industry, Inc.
Form 4
June 03, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bouchard Craig T

(Last) (First) (Middle)

C/O REAL INDUSTRY, INC., 15301 VENTURA BLVD, SUITE 400

(Street)

SHERMAN OAKS, CA 91403

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Real Industry, Inc. [RELY]

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2015

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

6. Individual or Joint/Group Filing (Check Applicable Line)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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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)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title a Underlyi |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3) | | | |
|--------------------------------------|---|-------------------------|--------------------|---|------------------|------------|--------------------------------|--------------------|---------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Performance Shares ⁽¹⁾ | \$ 0 | 06/01/2015 | A | | 150,000 | | <u>(2)(3)(4)(5)(6)(7)(8)</u> | 03/01/2018 | Comm Stock |
| Performance Shares ⁽¹⁾ | \$ 0 | 06/01/2015 | A | | 100,000 | | <u>(4)(5)(6)(7)(8)(9)(10)</u> | 03/01/2018 | Comm Stock |
| Performance Shares ⁽¹⁾ | \$ 0 | 06/01/2015 | A | | 10,000 | | <u>(4)(5)(6)(7)(8)(11)(12)</u> | 03/01/2018 | Comm Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Bouchard Craig T C/O REAL INDUSTRY, INC. 15301 VENTURA BLVD, SUITE 400 SHERMAN OAKS, CA 91403 | X | | CEO | |

Signatures

/s/ Craig T.
Bouchard

06/03/2015

**Signature of
Reporting Person

Date

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).
- (1) Performance Shares convertible into shares of the Company's common stock under the Real Industry, Inc. Amended and Restated 2015 Equity Award Plan.

The Performance Shares shall vest at the end of the Performance Period (which is the period from January 1, 2015 until December 31, 2017), based upon the achievement of at least 10% compounded annual growth rate ("CAGR") in the fair market value of a share of the Company's common stock from the beginning to the end of the Performance Period, plus the assumed reinvestment of dividends and the compounding effect of dividends paid on reinvested dividends using the average closing prices of the common stock during the sixty trading-day periods at the beginning of the Performance Period and immediately prior to the last day of the Performance Period (the "10% 3-Year Annual TSR Hurdle").
- (2) In the event that Mr. Bouchard's employment with the Company terminates during the Performance Period by reason of his death or disability, then the last day of the Performance Period will be such termination date, in which case the number of vested Performance Shares shall be determined by first determining whether any Performance Shares vest under the 10% 3-Year Annual TSR Hurdle as of the date of termination, and then multiplying such number by a fraction, the numerator of which is the number of days in which Mr. Bouchard was employed by the Company between May 28, 2015 and the date of termination and the denominator of which is 1,096.
- (3) In the event that Mr. Bouchard's employment with the Company is terminated by the Company without "cause" (as defined in Real Industry, Inc. Amended and Restated 2015 Equity Award Plan) (and not due to his death or disability) or he voluntarily terminates his
- (4)

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employment with the Company for "good reason" (as defined in the Performance Share Agreement), then the Compensation Committee of the Board shall in its sole discretion determine the vesting of all of the Performance Shares.

- (5) In the event that Mr. Bouchard's employment with the Company is terminated by the Company for "cause" (as defined in Real Industry, Inc. Amended and Restated 2015 Equity Award Plan) or he voluntarily terminates his employment with the Company other than for "good reason" (as defined in the Performance Share Agreement), then all of the Performance Shares shall immediately be forfeited effective upon such date of termination.

- (6) In the event of a "change in control" of the Company (as defined in the Performance Share Agreement) prior to the end of the Performance Period or Mr. Bouchard's termination of employment with the Company, the Performance Shares (that would have otherwise vested as of the date the change in control event is consummated as a result of achievement as of that date of the requisite percentage change provided herein) shall immediately convert into time-vesting restricted stock units subject to vesting as follows, and the remainder shall be immediately forfeited: (a) all of the restricted stock units shall vest on December 31, 2017 if Mr. Bouchard remains employed by the Company through such date; (Continued in FN 7)

- (7) and (b) in the event that Mr. Bouchard's employment with the Company terminates following a change in control but prior to December 31, 2017 due to his (i) death; (ii) disability; (iii) termination by the Company or its successor without "cause" (as defined in Real Industry, Inc. Amended and Restated 2015 Equity Award Plan); or (iv) termination for "good reason" (as defined in the Performance Share Agreement), prior to the second anniversary of the change in control, then all of the restricted stock units that had not been forfeited shall become fully vested as of the date of such termination of employment. Furthermore, in the event that after a change in control and prior to December 31, 2017, Mr. Bouchard voluntarily terminates his employment with the Company, other than for good reason, or the Company terminates his employment for cause, then all of the restricted stock units shall be immediately forfeited upon such date of termination.

- (8) The Performance Shares are subject to forfeiture until they vest, and will be vested and become nonforfeitable on the date that the Compensation Committee of the Board certifies the achievement of the necessary percentage change for vesting to occur, which determination shall be made promptly following completion of the Performance Period (and no later than thirty days following the end of the Performance Period).

- (9) The Performance Shares shall vest at the end of the Performance Period (which is the period from January 1, 2015 until December 31, 2017), based upon the achievement of at least 15% CAGR in the fair market value of a share of the Company's common stock from the beginning to the end of the Performance Period, plus the assumed reinvestment of dividends and the compounding effect of dividends paid on reinvested dividends using the average closing prices of the common stock during the sixty trading-day periods at the beginning of the Performance Period and immediately prior to the last day of the Performance Period (the "15% 3-Year Annual TSR Hurdle").

- (10) In the event that Mr. Bouchard's employment with the Company terminates during the Performance Period by reason of his death or disability, then the last day of the Performance Period will be such termination date, in which case the number of vested Performance Shares shall be determined by first determining whether any Performance Shares vest under the 15% 3-Year Annual TSR Hurdle as of the date of termination, and then multiplying such number by a fraction, the numerator of which is the number of days in which Mr. Bouchard was employed by the Company between May 28, 2015 and the date of termination and the denominator of which is 1,096.

- (11) The Performance Shares shall vest at the end of the Performance Period (which is the period from January 1, 2015 until December 31, 2017), based upon the achievement of at least 40% CAGR in the fair market value of a share of the Company's common stock from the beginning to the end of the Performance Period, plus the assumed reinvestment of dividends and the compounding effect of dividends paid on reinvested dividends using the average closing prices of the common stock during the sixty trading-day periods at the beginning of the Performance Period and immediately prior to the last day of the Performance Period (the "40% 3-Year Annual TSR Hurdle").

- (12) In the event that Mr. Bouchard's employment with the Company terminates during the Performance Period by reason of his death or disability, then the last day of the Performance Period will be such termination date, in which case the number of vested Performance Shares shall be determined by first determining whether any Performance Shares vest under the 40% 3-Year Annual TSR Hurdle as of the date of termination, and then multiplying such number by a fraction, the numerator of which is the number of days in which Mr. Bouchard was employed by the Company between May 28, 2015 and the date of termination and the denominator of which is 1,096.

Remarks:

The above descriptions of the vesting of the Performance Shares does not purport to be complete and is qualified in its entirety.

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.