

SIFCO INDUSTRIES INC  
Form SC 13D/A  
January 31, 2017

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
[Rule 13d-101]

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND  
AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 4)\*

SIFCO Industries, Inc.  
(Name of Issuer)

Common Stock, \$1.00 Par Value  
(Title of Class of Securities)

826546103  
(CUSIP Number)

Janice G. Carlson, Trustee  
31556 Tres Lomas  
Bulverde, TX 78163

210-602-5353  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

January 31, 2017  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



Names of Reporting  
Persons. I.R.S.  
Identification Nos. of  
above persons  
1. (entities only).

Janice G. Carlson,  
Trustee

Check the  
2. Appropriate Box if a  
Member of a Group  
(See Instructions)

(a)  x

(b)  £

3. SEC Use Only

Source of Funds (See  
4. Instructions)

OO

5. £

Citizenship or Place  
6. of Organization  
USA

Number of Shares Beneficially Owned by Each 8. Reporting Person With	Sole Voting Power  Shared Voting Power  1,819,374
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9. Sole  
Dispositive  
Power

10. Shared  
Dispositive

Power

11. Aggregate Amount  
Beneficially Owned  
by Each Reporting  
Person

1,819,374

12. £

13. Percent of Class  
Represented by  
Amount in Row (11)

32.9%

14. Type of Reporting  
Person (See  
Instructions)

OO

Names of Reporting Persons. I.R.S.  
Identification Nos. of above persons (entities  
only).

1.

Charles H. Smith, III, Trustee

2. Check the Appropriate Box if a Member of a  
Group (See Instructions)

(a)  x

(b)  o

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is  
Required Pursuant to Items 2(d) or  
2(e)  o

6. Citizenship or Place of Organization

USA

7. Sole Voting  
Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared  
Voting Power

1,819,374

9. Sole  
Dispositive  
Power

10. Shared  
Dispositive  
Power

11. Aggregate Amount Beneficially Owned by  
Each Reporting Person

1,819,374

12.

Check if the Aggregate Amount in Row (11)  
Excludes Certain  
Shares

o

13. Percent of Class Represented by Amount in  
Row (11)

32.9%

14. Type of Reporting Person (See Instructions)

OO

Item 1.  
Security and  
Issuer

This statement relates to Common Stock, par value \$1.00 per share (“Common Stock”), of SIFCO Industries, Inc., an Ohio corporation (“SIFCO”), whose principal executive offices are located at 970 East 64th Street, Cleveland, Ohio 44103.

Item 2.  
Identity and  
Background

This statement is filed by Janice G. Carlson and Charles H. Smith, III as trustees (collectively, the “Trustees”) under the Voting Trust Agreement, dated January 31, 2017 (the “Voting Trust Agreement”), which replaces the previously filed Voting Trust Agreement, dated as of January 31, 2013, and the Voting Trust Extension Agreement, dated as of January 15, 2015.

Information as to each of these individuals is set forth below:

(a) This statement is being filed by: Janice G. Carlson and Charles H. Smith, III.

(b) The addresses of the reporting persons are as follows:

Mrs. Carlson’s residence address is 31556 Tres Lomas, Bulverde, TX 78163.

Mr. Smith’s residence address is 5033 Cool Fountain Ln, Centerville, VA 20120.

(c) The reporting persons' present principal occupations and, where applicable, name, principal business and address of such employment are as follows:

Mrs. Carlson's present principal occupation is homemaker.

Mr. Smith's present principal occupation is Chief Financial Officer at 3-iT Accounting and Financial Services Corp. (an accounting firm), 1800 Diagonal Road, Suite 600, Alexandria, VA 22314.

(d) Neither Mrs. Carlson nor Mr. Smith has, during the last five years, been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) Neither Mrs. Carlson nor Mr. Smith has, during the last five years, been a party to any civil proceeding as a result of which he or she is subject to any judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

(f) Mrs. Carlson and Mr. Smith are citizens of the United States.



Item 3.

Source and  
Amount of  
Funds or Other  
Consideration

Pursuant to the  
terms of the  
Voting Trust  
Agreement,  
the  
shareholders  
party to such  
agreement  
have deposited  
with Mrs.  
Carlson and  
Mr. Smith, as  
Trustees,  
1,819,374  
shares of  
SIFCO  
Common  
Stock.

Item 4.

Purpose of  
Transaction

The purpose of  
the formation  
of the Voting  
Trust  
Agreement is  
to continue the  
investment in  
SIFCO of the  
shareholders  
party to the  
Voting Trust  
Agreement  
and to  
continue to  
maintain the  
stability of  
SIFCO  
through the  
Trustees'  
exercise of

voting control  
over the  
SIFCO  
Common  
Stock in the  
Voting Trust.  
This statement  
is being filed  
due to the  
entrance of the  
signing  
shareholders  
into a new  
Voting Trust  
Agreement,  
which has a  
term of two  
years (unless  
extended or  
earlier  
terminated in  
accordance  
with its terms).

The Trustees  
have no plan  
or proposal  
that would  
result in:

(a) the  
acquisition or  
disposition of  
any additional  
SIFCO  
securities by  
any person;

(b) an  
extraordinary  
corporate  
transaction  
such as a  
merger,  
reorganization  
or liquidation  
involving  
SIFCO or any  
of its  
subsidiaries;

(c) a sale or transfer of a material amount of assets of SIFCO or any of its subsidiaries;

(d) any change in the present Board of Directors or management of SIFCO, including any plan or proposal to change the number or term of directors or fill any existing vacancies on the Board;

(e) any material change in the present capitalization or dividend policy of SIFCO;

(f) any other material change in SIFCO's business or corporate structure;

(g) changes in SIFCO's Articles of Incorporation or Regulations or instruments corresponding

thereto or  
other actions  
which may  
impede the  
acquisition of  
control of  
SIFCO by any  
person;

(h)  
causing a class  
of securities of  
SIFCO to be  
delisted from a  
national  
securities  
exchange or to  
cease to be  
authorized to  
be quoted in  
an inter-dealer  
quotation  
system of a  
registered  
national  
securities  
association;

(i) a class  
of equity  
securities of  
SIFCO  
becoming  
eligible for  
termination of  
registration  
pursuant to  
Section  
12(g)(4) of the  
Securities  
Exchange Act  
of 1934, as  
amended; or

(j) any  
action similar  
to any of those  
enumerated  
above.

Item 5.  
Interest in  
Securities of  
the Issuer

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(a), (b) The aggregate number of SIFCO shares of Common Stock subject to the Voting Trust Agreement is 1,819,374, constituting approximately 32.9% of the 5,525,256 shares of Common Stock of SIFCO outstanding as of October 31, 2016, as reported in SIFCO's annual report on Form 10-K for the fiscal year ended September 30, 2016. The ownership of voting trust certificates under the Voting Trust Agreement is set forth on the signature pages thereto. Mrs. Carlson and Mr. Smith, as Trustees, share the power to vote the Common Stock subject to the Voting Trust Agreement. Although the Trustees do not have the power to dispose of the Common Stock subject to the Voting Trust, they share the power to terminate the Voting Trust or to return Common Stock subject to the Trust to holders of voting trust certificates.

(c) There were no transactions in the Common Stock during the past 60 days by Mrs. Carlson or Mr. Smith.

(d) Under the terms of the Voting Trust Agreement, all dividends paid with respect to shares of SIFCO subject to the Voting Trust Agreement are distributed to the holders of the related voting trust certificates.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Except for the matters described herein, the reporting persons do not have any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to the securities of SIFCO.

Item 7. Material to Be Filed as Exhibits

Exhibit No.	Description
1.	Voting Trust Agreement dated January 31, 2017.

Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 31, 2017 /s/ Charles H. Smith, III  
Charles H. Smith, III, Trustee

/s/ Janice G. Carlson  
Janice G. Carlson, Trustee

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