

NORTH AMERICAN GALVANIZING &amp; COATINGS INC

Form 3

June 23, 2010

**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)

1. Name and Address of Reporting Person \*

Â AZZ INC

(Last) (First) (Middle)

ONE MUSEUM PLACE, SUITE  
500,Â 3100 WEST 7TH  
STREET

(Street)

FORT WORTH,Â TXÂ 76107

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/14/2010

3. Issuer Name and Ticker or Trading Symbol

NORTH AMERICAN GALVANIZING & COATINGS  
INC [NGA]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

SUBJECT COMPANY

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 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

13,017,985

I

CORPORATE STRUCTURE <sup>(1)</sup>

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

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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|                                | Date<br>Exercisable | Expiration<br>Date | Title                          | Amount or<br>Number of<br>Shares | Derivative<br>Security | Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |                                       |
|--------------------------------|---------------------|--------------------|--------------------------------|----------------------------------|------------------------|-------------------------------------------------------------|---------------------------------------|
| STOCK OPTION<br>(RIGHT TO BUY) | 06/14/2010          | 06/30/2010         | COMMON<br>STOCK <sup>(2)</sup> | 987,134                          | \$ 7.5                 | I                                                           | CORPORATE<br>STRUCTURE <sup>(3)</sup> |

## Reporting Owners

| Reporting Owner Name / Address                                                         | Relationships |           |         |                 |
|----------------------------------------------------------------------------------------|---------------|-----------|---------|-----------------|
|                                                                                        | Director      | 10% Owner | Officer | Other           |
| AZZ INC<br>ONE MUSEUM PLACE, SUITE 500<br>3100 WEST 7TH STREET<br>FORT WORTH, TX 76107 | Â             | Â X       | Â       | SUBJECT COMPANY |

## Signatures

DANA PERRY                      06/23/2010

<sup>\*\*</sup>Signature of                      Date  
Reporting Person

## 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).

These shares are owned directly by Big Kettle Merger Sub, Inc., which is a wholly owned subsidiary of Arbor-Crowley, Inc., which is a

(1) wholly owned subsidiary of AZZ incorporated. Arbor-Crowley, Inc. and AZZ incorporated are indirect beneficial owners of the reported shares.

Includes 326,829 shares of common stock that constitute restricted shares that vested on June 14, 2010 and 660,305 shares of common stock that were held in trust under the North American Galvanizing & Coatings, Inc. Director Stock Unit Program until June 14, 2010, in

(2) each case which Big Kettle Merger Sub, Inc. has an option to purchase pursuant to the Stockholders Agreement, dated as of March 31, 2010, by and among AZZ incorporated, Big Kettle Merger Sub, Inc. and certain stockholders of North American Galvanizing & Coatings, Inc.

The option to purchase these shares is held, and the shares underlying the option are beneficially owned, directly by Big Kettle Merger

(3) Sub, Inc., which is a wholly owned subsidiary of Arbor-Crowley, Inc., which is a wholly owned subsidiary of AZZ incorporated. Arbor-Crowley, Inc. and AZZ incorporated are indirect beneficial owners of the reported shares.

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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