

TMS International Corp.

Form 4

October 18, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ONEX CORP

2. Issuer Name **and** Ticker or Trading
Symbol
TMS International Corp. [TMS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
161 BAY STREET, SUITE 4900

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/16/2013

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

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____ ☒ Form filed by More than One Reporting
Person

TORONTO, A6 M5J 2S1

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			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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information contained in this form are not
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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 Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
			Code	V (A) (D)				
Class B Common Stock ⁽³⁾ ⁽⁴⁾	<u>(1)</u>	10/16/2013	U	22,903,899	04/19/2011	<u>(1)</u>	Class A Common Stock	22,903
Class B Common Stock ⁽⁵⁾	<u>(1)</u>	10/16/2013	U	13,471,020	04/19/2011	<u>(1)</u>	Class A Common Stock	13,471
Class B Common Stock ⁽⁶⁾	<u>(1)</u>	10/16/2013	U	112,544	04/19/2011	<u>(1)</u>	Class A Common Stock	112,5
Class B Common Stock ⁽⁷⁾	<u>(1)</u>	10/16/2013	U	543,030	04/19/2011	<u>(1)</u>	Class A Common Stock	543,0
Class B Common Stock ⁽⁸⁾	<u>(1)</u>	10/16/2013	U	263,862	04/19/2011	<u>(1)</u>	Class A Common Stock	263,8
Class B Common Stock	<u>(1)</u>	10/16/2013	U	23,446,929	04/19/2011	<u>(1)</u>	Class A Common Stock	23,446

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ONEX CORP 161 BAY STREET SUITE 4900 TORONTO, A6 M5J 2S1		X		
SCHWARTZ GERALD W C/O ONEX CORPORATION 161 BAY STREET TORONTO, A6 M5J 2S1		X		
ONEX PARTNERS II L P C/O ONEX INVESTMENT CORPORATION 712 FIFTH AVENUE NEW YORK, NY 10019		X		

Signatures

/s/ Andrea E. Daly, authorized person for Onex Corporation	10/16/2013
__Signature of Reporting Person	Date
/s/ Donald Lewtas, attorney-in-fact for Gerald W. Schwartz., *Power of Attorney incorporated by reference to the Amendment to Form 4 to Dura Automotive Systems, Inc. filed with the Securities and Exchange Commission by Gerald W. Schwartz on Sep. 10, 1996*	10/16/2013
__Signature of Reporting Person	Date
/s/ Donald Lewtas, authorized person for 1597257 Ontario Inc.	10/16/2013
__Signature of Reporting Person	Date
/s/ Joel Greenberg, attorney-in-fact for Onex Partners II LP, Onex Partners II GP LP and Onex US Principals LP.	10/16/2013
__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).

Shares of Class B Common Stock are convertible on a one-for-one basis at any time, at the option of the holder, into shares of Class A Common Stock and are automatically convertible on a one-for-one basis into shares of Class A Common Stock upon a sale or other disposition to any person other than (i) a person who obtained Class B Common Stock through a direct issuance by the Issuer or (ii) Onex Corporation, Onex Partners II LP or any controlled affiliate of Onex Corporation or Onex Partners II LP. The Class B Common Stock has no expiration date.

(2) Disposed of pursuant to the terms of the Agreement and Plan of Merger, dated as of August 23, 2013, among the issuer, Crystal Acquisition Company, Inc. and Crystal Merger Sub, Inc., in exchange for the merger consideration of \$17.50 per share in cash, without interest and less any withholding or other applicable taxes, on the effective date of the merger.

(3) All of the shares owned by Onex Corporation are reported as beneficially owned by each of Onex Corporation and Gerald Schwartz, notwithstanding the fact that Mr. Schwartz has a pecuniary interest in less than 100% of such shares. Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its or his pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(4) Onex Corporation may be deemed to own beneficially the shares of Class B Common Stock held directly by it and by (a) Onex Partners II LP, through Onex Corporation's ownership of all of the common stock of Onex Partners GP Inc., the general partner of Onex Partners II GP LP, the general partner of Onex Partners II LP, (b) Onex Partners II GP LP, through Onex Corporation's ownership of all of the common stock of Onex Partners GP Inc., the general partner of Onex Partners II GP LP, and (c) Onex US Principals LP, through Onex Corporation's ownership of all of the equity of Onex American Holdings II LLC, which owns all of the equity of Onex American Holdings GP LLC, the general partner of Onex US Principals LP. Onex Corporation disclaims beneficial ownership of these securities except to the extent of its direct ownership.

(5) Represents shares directly owned by Onex Partners II LP. All of the shares owned by Onex Partners II LP are reported as beneficially owned by each of Onex Partners II LP, Onex Corporation and Gerald Schwartz, notwithstanding the fact that each of Onex Corporation and Mr. Schwartz has a pecuniary interest in less than 100% of such shares. Each of Onex Corporation and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its or his pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(6) Represents shares directly owned by Onex Partners II GP LP. All of the shares owned by Onex Partners II GP LP are reported as beneficially owned by each of Onex Partners II GP LP, Onex Corporation and Gerald Schwartz, notwithstanding the fact that each of Onex Corporation and Mr. Schwartz has a pecuniary interest in less than 100% of such shares. Each of Onex Corporation and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its or his pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(7)

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Represents shares directly owned by 1597257 Ontario Inc. All of the shares owned by 1597257 Ontario Inc. are reported as beneficially owned by each of 1597257 Ontario Inc. and Gerald Schwartz, notwithstanding the fact that each Mr. Schwartz has a pecuniary interest in less than 100% of such shares. Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (8) Represents shares directly owned by Onex US Principals LP. All of the shares owned by Onex US Principals LP are reported as beneficially owned by each of Onex US Principals LP, Onex Corporation and Gerald Schwartz, notwithstanding the fact that each of Onex Corporation and Mr. Schwartz has a pecuniary interest in less than 100% of such shares. Each of Onex Corporation and Mr. Schwartz disclaims beneficial ownership of these securities except to the extent of its or his pecuniary interest therein, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (9) Mr. Gerald W. Schwartz, the Chairman, President and Chief Executive Officer of Onex Corporation, owns shares representing a majority of the voting rights of the shares of Onex Corporation. The interests of Onex Corporation are described in footnotes 4 through 10. Mr. Schwartz disclaims beneficial ownership in these securities, and the inclusion of such shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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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