

MULTI COLOR Corp
Form 4
February 03, 2014

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DIAMOND CASTLE PARTNERS
IV L P

(Last) (First) (Middle)

C/O DIAMOND CASTLE
HOLDINGS, LLC, 280 PARK AVE,
25TH FLR, EAST TOWER

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MULTI COLOR Corp [LABL]

3. Date of Earliest Transaction
(Month/Day/Year)
01/23/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/23/2014		J(1)	33,731.62	D (1)	1,799,436.15	D (4) (10) (11) (12)
Common Stock	01/23/2014		J(8)	0.15	D	\$ 36.72 1,799,436	D (4) (10) (11) (12)
Common Stock	01/23/2014		J(2)	12,792.72	D (2)	682,332.19	D (5) (9) (11) (12)
Common Stock	01/23/2014		J(8)	0.19	D	\$ 36.72 682,332	D (5) (9) (11) (12)
Common Stock	01/23/2014		J(3)	450.93	D (3)	24,155.73	D (6) (9) (10) (12)

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Common Stock	01/23/2014	J ⁽⁸⁾	0.73	D	\$ 36.72	24,155	D ⁽⁶⁾ ⁽⁹⁾ ₍₁₀₎ ₍₁₂₎
Common Stock						12,000	D ⁽⁷⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 Derivative Security	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 (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIAMOND CASTLE PARTNERS IV L P C/O DIAMOND CASTLE HOLDINGS, LLC 280 PARK AVE, 25TH FLR, EAST TOWER NEW YORK, NY 10017		X		
DIAMOND CASTLE PARTNERS IV-A L P C/O DIAMOND CASTLE HOLIDNGS, LLC 280 PARK AVE, 25TH FLR, EAST TOWER NEW YORK, NY 10017		X		
DEAL LEADERS FUND L P C/O DIAMOND CASTLE HOLDINGS, LLC 280 PARK AVE, 25TH FLR, EAST TOWER NEW YORK, NY 10017		X		
DCP IV GP, L.P. C/O DIAMOND CASTLE HOLDINGS, LLC		X		

280 PARK AVE, 25TH FLR, EAST TOWER
NEW YORK, NY 10017

DCP IV GP-GP, LLC
C/O DIAMOND CASTLE HOLDINGS, LLC X
280 PARK AVE, 25TH FLR, EAST TOWER
NEW YORK, NY 10017

BENACERRAF ARI J
C/O DIAMOND CASTLE HOLDINGS, LLC X X
280 PARK AVE, 25TH FLR, EAST TOWER
NEW YORK, NY 10017

RANGER MICHAEL W
C/O DIAMOND CASTLE HOLDINGS, LLC X
280 PARK AVE, 25TH FLR, EAST TOWER
NEW YORK, NY 10017

RUSH ANDREW H
C/O DIAMOND CASTLE HOLDINGS, LLC X
280 PARK AVE, 25TH FLR, EAST TOWER
NEW YORK, NY 10017

Signatures

Diamond Castle Partners IV, L.P., By: DCP IV GP, L.P., its General Partner; By: DCP IV GP-GP, LLC, its General Partner; By: /s/ William J. Denehy as Attorney-in-Fact 02/03/2014

__Signature of Reporting Person Date

Diamond Castle Partners IV-A, L.P., By: DCP IV GP, L.P., its General Partner; By: DCP IV GP-GP, LLC, its General Partner; By: /s/ William J. Denehy as Attorney-in-Fact 02/03/2014

__Signature of Reporting Person Date

Deal Leaders Fund, L.P., By: DCP IV GP, L.P., its General Partner; By: DCP IV GP-GP, LLC, its General Partner; By: /s/ William J. Denehy as Attorney-in-Fact 02/03/2014

__Signature of Reporting Person Date

DCP IV GP, L.P.; By: DCP IV GP-GP, LLC, its General Partner; By: /s/ William J. Denehy as Attorney-in-Fact 02/03/2014

__Signature of Reporting Person Date

DCP IV GP-GP, LLC; By: /s/ William J. Denehy as Attorney-in-Fact 02/03/2014

__Signature of Reporting Person Date

Ari J. Benacerraf; By: /s/ William J. Denehy as Attorney-in-Fact 02/03/2014

__Signature of Reporting Person Date

Michael W. Ranger; By: /s/ William J. Denehy as Attorney-in-Fact 02/03/2014

__Signature of Reporting Person Date

Andrew H. Rush; By: /s/ William J. Denehy as Attorney-in-Fact 02/03/2014

__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) Diamond Castle Partners IV, L.P. is filing this report as a precautionary matter to reflect its pecuniary interest in 143,374.77 shares held under an escrow agreement. 33,731.62 of such shares held in escrow will be released to the issuer and the remainder will be released to Diamond Castle Partners IV, L.P. Diamond Castle Partners IV, L.P. disclaims beneficial ownership of the shares to be released to the issuer and this report shall not be deemed to be an admission that it is or was the beneficial owner of such securities for purposes of Section 16 or for any other purpose. Diamond Castle Partners IV, L.P. also disclaims any requirement to report the distribution of escrow shares to the issuer on Form 4. Shareholdings reflect changes in number of escrowed shares previously reported due to rounding.
- Diamond Castle Partners IV-A, L.P. is filing this report as a precautionary matter to reflect its pecuniary interest in 54,374.91 shares held under an escrow agreement. 12,792.72 of such shares held in escrow will be released to the issuer and the remainder will be released to Diamond Castle Partners IV-A, L.P. Diamond Castle Partners IV-A, L.P. disclaims beneficial ownership of the shares to be released to the issuer and this report shall not be deemed to be an admission that it is or was the beneficial owner of such securities for purposes of Section 16 or for any other purpose. Diamond Castle Partners IV-A, L.P. also disclaims any requirement to report the distribution of escrow shares to the issuer on Form 4. Shareholdings reflect changes in number of escrowed shares previously reported due to rounding.
- (3) Deal Leaders Fund, L.P. is filing this report as a precautionary matter to reflect its pecuniary interest in 1,916.66 shares held under an escrow agreement. 450.93 of such shares held in escrow will be released to the issuer and the remainder will be released to Deal Leaders Fund, L.P. Deal Leaders Fund, L.P. disclaims beneficial ownership of the shares to be released to the issuer and this report shall not be deemed to be an admission that it is or was the beneficial owner of such securities for purposes of Section 16 or for any other purpose. Deal Leaders Fund, L.P. also disclaims any requirement to report the distribution of escrow shares to the issuer on Form 4. Shareholdings reflect changes in number of escrowed shares previously reported due to rounding.
- (4) Shares held directly by Diamond Castle Partners IV, L.P.
- (5) Shares held directly by Diamond Castle Partners IV-A, L.P.
- (6) Shares held directly by Deal Leaders Fund, L.P.
- (7) Shares held directly by Ari J. Benacerraf. Each of the other reporting persons disclaims beneficial ownership of the shares held by Mr. Benacerraf and this report shall not be deemed to be an admission that each such person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (8) Reflects issuer repurchase of fractional shares held through escrow account.
- (9) Diamond Castle Partners IV, L.P. disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that it is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (10) Diamond Castle Partners IV-A, L.P. disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that it is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (11) Deal Leaders Fund, L.P. disclaims beneficial ownership of these securities and this report shall not be deemed to be an admission that it is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (12) DCP IV GP, L.P. ("DCP IV GP") is the general partner of each of Diamond Castle Partners IV, L.P., Diamond Castle Partners IV-A, L.P. and Deal Leaders Fund, L.P. DCP IV GP-GP, LLC ("DCP IV GP-GP") is the general partner of DCP IV GP. Ari J. Benacerraf, Michael W. Ranger and Andrew H. Rush are the managing members of DCP IV GP-GP. Each of DCP IV GP, DCP IV GP-GP, Ari J. Benacerraf, Michael W. Ranger and Andrew H. Rush disclaim beneficial ownership of these securities except to the extent of such person's pecuniary interest and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities 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. 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.