

MULTI COLOR Corp
Form 3
November 19, 2014

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 Diamond Castle Partners
2014, L.P.

(Last) (First) (Middle)

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

(Street)

NEW YORK, Â NY Â 10017

(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)
11/17/2014

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

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	2,498,496	D (1) (3) (4)	Â
Common Stock	7,427	D (2) (3) (4)	Â

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)

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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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Diamond Castle Partners 2014, L.P. C/O DIAMOND CASTLE HOLDINGS, LLC 280 PARK AVE, 25TH FLR, EAST TOWER NEW YORK, NY 10017	^	^ X	^	^
DCP 2014 Deal Leaders Fund, L.P. C/O DIAMOND CASTLE HOLDINGS, LLC 280 PARK AVE, 25TH FLR, EAST TOWER NEW YORK, NY 10017	^	^ X	^	^
DCP 2014 GP, L.P. C/O DIAMOND CASTLE HOLDINGS, LLC 280 PARK AVE, 25TH FLR, EAST TOWER NEW YORK, NY 10017	^	^ X	^	^
DCP 2014 GP-GP, LLC C/O DIAMOND CASTLE HOLDINGS, LLC 280 PARK AVE, 25TH FLR, EAST TOWER NEW YORK, NY 10017	^	^ X	^	^

Signatures

Diamond Castle Partners 2014, L.P.: By: DCP 2014 GP, L.P., its general partner; By: DCP 2014 GP-GP, LLC, its general partner; By: Andrew H. Rush, Managing Member	11/19/2014
**Signature of Reporting Person	Date
DCP 2014 Deal Leaders Fund, L.P.: By: DCP 2014 GP, L.P., its general partner; By: DCP 2014 GP-GP, LLC, its general partner; By: Andrew H. Rush, Managing Member	11/19/2014
**Signature of Reporting Person	Date
DCP 2014 GP, L.P.: By: DCP 2014 GP-GP, LLC, its general partner; By: Andrew H. Rush, Managing Member	11/19/2014
**Signature of Reporting Person	Date
DCP 2014 GP-GP, LLC: By: Andrew H. Rush, Managing Member	11/19/2014
**Signature of Reporting Person	Date

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).

(1) Shares of Common Stock held directly by Diamond Castle Partners 2014, L.P. (the "2014 Fund"). DCP 2014 Deal Leaders Fund, L.P. (the "2014 DL Fund") 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.

(2) Shares of Common Stock held directly by the 2014 DL Fund. The 2014 Fund 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.

(3) In connection with a recapitalization (the "recapitalization") of Diamond Castle Partners IV, L.P., Diamond Castle Partners IV, L.P. and Deal Leaders Fund, L.P. (collectively, the "Fund IV entities"), each of the Fund IV entities contributed all of its shares of Common Stock to the 2014 Fund and the 2014 DL Fund in exchange for limited partner interests of the 2014 Fund and the 2014 DL Fund. Those recapitalization transactions are described in the Form 4 filed today by the Fund IV entities and certain of their affiliates.

(4) DCP 2014 GP, L.P. is the general partner of both the 2014 Fund and the 2014 DL Fund, and DCP 2014 GP-GP, LLC (the "2014 GP-GP") is its general partner. Each of them disclaims beneficial ownership of the securities reported in this Form 4, except to the extent of its pecuniary interest 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 otherwise.

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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