

Blue Bird Corp
Form 4
April 05, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Coliseum Capital Management, LLC

2. Issuer Name and Ticker or Trading Symbol
Blue Bird Corp [BLBD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
105 ROWAYTON AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/03/2017

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

ROWAYTON, CT 06853

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

(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 Beneficial Ownership (Instr. 4)		
				(A) or (D)	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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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P... Der... Sec... (Ins
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Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
Restricted Stock Equivalent Units	(1)	04/03/2017	A	2,907	(1)	(1)	Common Stock	2,907

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Coliseum Capital Management, LLC 105 ROWAYTON AVENUE ROWAYTON, CT 06853	X	X		
Shackelton Christopher S 105 ROWAYTON AVENUE ROWAYTON, CT 06853	X	X		
Coliseum Capital, LLC 105 ROWAYTON AVENUE ROWAYTON, CT 06853	X	X		
COLISEUM CAPITAL PARTNERS, L.P. 105 ROWAYTON AVENUE ROWAYTON, CT 06853	X	X		
Coliseum Capital Partners II, L.P. 105 ROWAYTON AVENUE ROWAYTON, CT 06853	X	X		
Gray Adam 105 ROWAYTON AVENUE ROWAYTON, CT 06853	X	X		
Coliseum School Bus Holdings, LLC 105 ROWAYTON AVENUE ROWAYTON, CT 06853	X	X		

Signatures

Coliseum Capital Management, LLC, By: /s/ Chivonne Cassar, Attorney-in-fact

04/05/2017

__Signature of Reporting Person

Date

Christopher Shackelton, By: /s/ Chivonne Cassar, Attorney-in-fact

04/05/2017

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<u>Signature of Reporting Person</u>	Date
Coliseum Capital, LLC, By: /s/ Chivonne Cassar, Attorney-in-fact	04/05/2017
<u>Signature of Reporting Person</u>	Date
Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Attorney-in-fact	04/05/2017
<u>Signature of Reporting Person</u>	Date
Coliseum Capital Partners II, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Attorney-in-fact	04/05/2017
<u>Signature of Reporting Person</u>	Date
Adam Gray, By: /s/ Chivonne Cassar, Attorney-in-fact	04/05/2017
<u>Signature of Reporting Person</u>	Date
Coliseum School Bus Holdings, LLC, By: Coliseum Capital Management, LLC, its Manager, By: /s/ Chivonne Cassar, Attorney-in-fact	04/05/2017
<u>Signature of Reporting Person</u>	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) For each vested Restricted Stock Equivalent Unit ("RSEU"), Blue Bird Corporation (the "Issuer") will make a cash payment to Coliseum Capital Partners, L.P. ("CCP") equal to the fair market value of a share of the Issuer's common stock on the Settlement Date. "Settlement Date" means the earlier of (i) the date Adam Gray's ("Gray") continuous service on the board of the Issuer terminates for any reason or (ii) the date of the consummation of a change of control. The RSEUs vest on April 2, 2018.
 - (2) The RSEUs were received by CCP pursuant to an agreement under which Gray assigned to CCP the right to receive all compensation (including equity compensation) that Gray would otherwise receive as a director of the Issuer.

These securities are held directly by CCP, an investment limited partnership of which Coliseum Capital, LLC, a Delaware limited liability company ("CC"), is general partner and for which Coliseum Capital Management, LLC, a Delaware limited liability company ("CCM"), serves as investment adviser. Coliseum Capital Partners II, L.P. ("CCP2" and, together with CCP, the "Funds") is an investment limited partnership of which CC is general partner and for which CCM serves as investment adviser.
 - (4) Christopher Shackelton ("Shackelton") and Gray are managers of CCM and CC. Coliseum School Bus Holdings, LLC ("CSB") is a Delaware limited liability company through which CCP, CCP2 and a separate account investment advisory client of CCM (the "Separate Account") have invested in the Issuer's 7.625% Series A Convertible Cumulative Preferred Stock. CCM is the manager of CSB. Each of Shackelton, Gray, CCP, CCP2, the Separate Account, CC, CSB and CCM disclaim beneficial ownership of these securities except to the extent of that person's pecuniary interest therein.

Remarks:

Adam Gray is a director of the Issuer. As a result, the following persons may be deemed directors by deputization of the Issuer

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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