

CCMP Capital Associates GP, LLC

Form 4

August 15, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CCMP Capital, LP

(Last) (First) (Middle)

C/O CCMP CAPITAL ADVISORS,
LP, 277 PARK AVENUE, 27TH
FLOOR

(Street)

NEW YORK, NY 10172

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Milacron Holdings Corp. [MCRN]

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2017

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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share ("Common Stock")	08/15/2017		S		6,657,722	D	\$ 16.71	9,683,401	I	By CCMP Capital Investors II, L.P. ⁽¹⁾ <u>(2)</u>
Common Stock	08/15/2017		S		887,402	D	\$ 16.71	1,290,692	I	By CCMP Capital Investors (Cayman) II, L.P. ⁽¹⁾

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

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(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 Report Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10%
Owner Officer Other

CCMP Capital, LP
C/O CCMP CAPITAL ADVISORS, LP
277 PARK AVENUE, 27TH FLOOR
NEW YORK, NY 10172

X

CCMP Capital GP, LLC
C/O CCMP CAPITAL ADVISORS, LP
277 PARK AVENUE, 27TH FLOOR
NEW YORK, NY 10172

X

CCMP Capital Investors II, L.P.
C/O CCMP CAPITAL ADVISORS, LP
277 PARK AVENUE, 27TH FLOOR
NEW YORK, NY 10172

X

CCMP Capital Investors (Cayman) II, L.P.
C/O INTERTRUST CORP SVCS (CAYMAN) LTD.
190 ELGIN AVENUE
GEORGETOWN, E9 KY1-9005

X

CCMP Capital Associates, L.P.
C/O CCMP CAPITAL ADVISORS, LP
277 PARK AVENUE, 27TH FLOOR
NEW YORK, NY 10172

X

CCMP Capital Associates GP, LLC
C/O CCMP CAPITAL ADVISORS, LP
277 PARK AVENUE, 27TH FLOOR
NEW YORK, NY 10172

X

Signatures

CCMP CAPITAL, LP, By: CCMP Capital GP, LLC, its General Partner, By: /s/ Richard G. Jansen, Managing Director and General Counsel

08/15/2017

__Signature of Reporting Person

Date

CCMP CAPITAL GP, LLC, By: /s/ Richard G. Jansen, Managing Director and General Counsel

08/15/2017

__Signature of Reporting Person

Date

CCMP CAPITAL INVESTORS II, L.P., By: CCMP Capital Associates, L.P., its General Partner, By: CCMP Capital Associates GP, LLC, its General Partner, By: /s/ Richard G. Jansen, Managing Director and General Counsel

08/15/2017

__Signature of Reporting Person

Date

CCMP CAPITAL INVESTORS (CAYMAN) II, L.P., By: CCMP Capital Associates, L.P., its General Partner, By: CCMP Capital Associates GP, LLC, its General Partner, By: /s/ Richard G. Jansen, Managing Director and General Counsel

08/15/2017

__Signature of Reporting Person

Date

CCMP CAPITAL ASSOCIATES, L.P. , By: CCMP Capital Associates GP, LLC, its General Partner, By: /s/ Richard G. Jansen, Managing Director and General Counsel

08/15/2017

__Signature of Reporting Person

Date

CCMP CAPITAL ASSOCIATES GP, LLC, By: /s/ Richard G. Jansen, Managing Director and General Counsel

08/15/2017

__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) 1. CCMP Capital Associates, L.P is the general partner of each of CCMP Capital Investors II, L.P. and CCMP Capital Investors (Cayman) II, L.P. (together with CCMP Capital Investors II, L.P., the "CCMP Capital Funds"). The general partner of CCMP Capital Associates, L.P. is CCMP Capital Associates GP, LLC. CCMP Capital Associates GP, LLC is wholly-owned by CCMP Capital, LP. The general partner of CCMP Capital, LP is CCMP Capital GP, LLC. CCMP Capital GP, LLC ultimately exercises voting and dispositive power over the shares of common stock of Milacron Holdings Corp. held by the CCMP Capital Funds. As a result, each of CCMP Capital Associates, L.P., CCMP Capital Associates GP, LLC, CCMP Capital, LP and CCMP Capital GP, LLC may be deemed to share beneficial ownership with respect to the shares of common stock of Milacron Holdings Corp. held by the CCMP Capital Funds. (Continued in Footnote 2)

- (2) Footnote 1 Continued: Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, 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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