

Real Industry, Inc.
Form 4
February 29, 2016

FORM 4

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

OMB APPROVAL

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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 *
Ross Kyle

(Last) (First) (Middle)

15301 VENTURA BOULEVARD,
SUITE 400

(Street)

SHERMAN OAKS, CA 91403

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Real Industry, Inc. [RELY]

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive VP & CFO

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/25/2016 | | S ⁽¹⁾ | | 1,123 | D | \$ 6.4601 |
| Common Stock | 02/25/2016 | | A | | 20,401 ⁽²⁾ | A | \$ 0 |
| Common Stock | 02/29/2016 | | S ⁽³⁾ | | 2,379 | D | \$ 6.7701 |

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

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number.

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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Restricted Stock Unit | (4) | 02/25/2016 | | A | 19,089 | (5) (5) | Common Stock | 19,089 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ross Kyle
15301 VENTURA BOULEVARD, SUITE 400
SHERMAN OAKS, CA 91403

Executive VP & CFO

Signatures

/s/ Kyle Ross

02/29/2016

**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) Sold pursuant to a 10b5-1 Plan adopted by the Reporting Person. The shares were sold to satisfy the Reporting Person's tax withholding obligation on 2,500 shares of restricted stock that vested on February 24, 2016.
- (2) Shares of restricted common stock were issued under the Real Industry, Inc. Amended and Restated 2015 Equity Award Plan. Such shares will vest in three equal installments on each of March 17, 2017, March 16, 2018 and March 15, 2019.
- (3) Sold pursuant to a 10b5-1 Plan adopted by the Reporting Person. The shares were sold to satisfy the Reporting Person's tax withholding obligation on 6,242 shares of restricted stock that vested on February 27, 2016.
- (4) Each restricted stock unit represents the right to receive, at settlement, one share of common stock.

Issuance of shares subject to the restricted stock units is based on the Company's annualized total stockholder return ("TSR") relative to the TSR of the Russell 2000 Index of companies for the three-year performance period commencing on February 25, 2016 and ending

- (5) February 24, 2019. The "target" number of shares to be issued pursuant to the restricted stock units is reported. Between 0% and 150% of the target number of shares may be issued, with the actual percentage determined based on actual performance. The restricted stock units were issued under the Real Industry, Inc. Amended and Restated 2015 Equity Award Plan.

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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