

Lockwood David James  
Form 4  
May 25, 2012

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ValueAct SmallCap Management,  
L.P.

(Last) (First) (Middle)

435 PACIFIC AVENUE, 4TH  
FLOOR

(Street)

SAN FRANCISCO, CA 94133

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
EnergySolutions, Inc. [ES]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/23/2012

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) \_\_\_\_X\_\_ Other (specify below)

See Remarks

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 05/23/2012                              |                                                             | A                                    | 19,486<br>(1)                                                              | A \$ 0 55,935                                                                                                      | I                                                                    | See<br>footnotes<br>(2) (3)                                       |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 6,266,252                                                                                                          | I                                                                    | See<br>footnotes<br>(3) (4)                                       |

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)

# Edgar Filing: Lockwood David James - Form 4

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                    | Relationships |           |         |             |
|---------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------------|
|                                                                                                   | Director      | 10% Owner | Officer | Other       |
| ValueAct SmallCap Management, L.P.<br>435 PACIFIC AVENUE<br>4TH FLOOR<br>SAN FRANCISCO, CA 94133  |               | X         |         | See Remarks |
| ValueAct SmallCap Master Fund, L.P.<br>435 PACIFIC AVENUE<br>4TH FLOOR<br>SAN FRANCISCO, CA 94133 |               | X         |         | See Remarks |
| VA SmallCap Partners, LLC<br>435 PACIFIC AVENUE<br>4TH FLOOR<br>SAN FRANCISCO, CA 94133           |               | X         |         | See Remarks |
| ValueAct SmallCap Management, LLC<br>435 PACIFIC AVENUE<br>4TH FLOOR<br>SAN FRANCISCO, CA 94133   |               | X         |         | See Remarks |
| Lockwood David James<br>435 PACIFIC AVENUE<br>4TH FLOOR<br>SAN FRANCISCO, CA 94133                |               | X         |         | See Remarks |

## Signatures

VALUEACT SMALLCAP MANAGEMENT, L.P., By: VALUEACT SMALLCAP  
MANAGEMENT, LLC, its General Partner, By:/s/ David Lockwood, Managing Member

05/25/2012

\_\_Signature of Reporting Person

Date

Edgar Filing: Lockwood David James - Form 4

|                                                                                                                                 |            |
|---------------------------------------------------------------------------------------------------------------------------------|------------|
| VA SMALLCAP PARTNERS, LLC, By:/s/ David Lockwood, Managing Member                                                               | 05/25/2012 |
| ____Signature of Reporting Person                                                                                               | Date       |
| VALUEACT SMALLCAP MASTER FUND, L.P., By: VA SMALLCAP PARTNERS, LLC, its General Partner, By:/s/ David Lockwood, Managing Member | 05/25/2012 |
| ____Signature of Reporting Person                                                                                               | Date       |
| VALUEACT SMALLCAP MANAGEMENT, LLC, By:/s/ David Lockwood, Managing Member                                                       | 05/25/2012 |
| ____Signature of Reporting Person                                                                                               | Date       |
| By:/s/ David Lockwood                                                                                                           | 05/25/2012 |
| ____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) Shares granted to David Lockwood as a Director of the Issuer pursuant to the 2007 Equity Incentive Plan.
- (2) Under an agreement with ValueAct SmallCap, David Lockwood is deemed to hold the common stock for the benefit of ValueAct SmallCap Master Fund, L.P. and indirectly for (i) VA SmallCap Partners, LLC as the General Partner of ValueAct SmallCap Master Fund, L.P., (ii) ValueAct SmallCap Management, L.P. as the manager of ValueAct SmallCap Master Fund, L.P. and (iii) ValueAct SmallCap Management, LLC as the General Partner of ValueAct SmallCap Management, L.P.
- (3) Each reporting person listed herein disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (4) The reported stock is owned directly by ValueAct SmallCap Master Fund, L.P. and may be deemed to be beneficially owned by (i) VA SmallCap Partners, LLC as the General Partner of ValueAct SmallCap Master Fund, L.P., (ii) ValueAct SmallCap Management, L.P. as the manager of ValueAct SmallCap Master Fund, L.P. and (iii) ValueAct SmallCap Management, LLC as the General Partner of ValueAct SmallCap Management, L.P. David Lockwood is the Managing Member of VA SmallCap Partners, LLC and ValueAct SmallCap Management, LLC. The reporting persons disclaim beneficial ownership of the reported stock except to the extent of their pecuniary interest therein.

### Remarks:

-The reporting persons herein may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934.

- David Lockwood, the Managing Member of VA SmallCap Partners, LLC, serves on the board of directors of the Issuer. As

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.