

JONES ROSS M
Form 4
August 29, 2018

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 *
JONES ROSS M

2. Issuer Name and Ticker or Trading Symbol
ADVANCED DRAINAGE SYSTEMS, INC. [WMS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/28/2018

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

C/O ADVANCED DRAINAGE SYSTEMS, INC., 4640 TRUEMAN BOULEVARD

(Street)

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

HILLIARD, OH 43026

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock					4,825	D	
Common Stock	08/28/2018		P	1,453,732 A \$ 30.08	10,303,888	I	See Footnotes (1) (2)
Common Stock	08/28/2018		P	25,423 A \$ 30.08	107,224	I	Berkshire Investors III LLC (3)
Common Stock	08/28/2018		P	20,845 A \$	102,663	I	Berkshire

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such certain other accounts. Berkshire Partners Holdings LLC ("BPH") is the general partner of BPSP, L.P. ("BPSP"), which is the managing member of BP and SP.

- (Continued From Footnote 1) The Reporting Person is a managing member of BPH, BPSP, BP, SP, 9BA and SA. By virtue of the relationships described in the preceding sentences, the Reporting Person may be deemed to share beneficial ownership with respect to the
- (2) shares of common stock held by BF IX, BF IX-A, SF, SARF and such other accounts. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his 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 or for any other purpose.

- Represents shares held by Berkshire Investors III LLC ("BI III"). The Reporting Person is a managing member of BI III. By virtue of the relationship described in the preceding sentence, the Reporting Person may be deemed to share beneficial ownership with respect to the
- (3) shares of common stock held by BI III. The Reporting Person disclaims beneficial ownership of the shares held by BI III, except to the extent of his 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 or for any other purpose.

- Represents shares held by Berkshire Investors IV LLC ("BI IV"). The Reporting Person is a managing member of BI IV. By virtue of the relationship described in the preceding sentence, the Reporting Person may be deemed to share beneficial ownership with respect to the
- (4) shares of common stock held by BI IV. The Reporting Person disclaims beneficial ownership of the shares held by BI IV, except to the extent of his 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 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.

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.