

Noranda Aluminum Holding CORP
Form 4
December 09, 2015

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 *
Brooks William H JR

(Last) (First) (Middle)

801 CRESCENT CENTRE
DRIVE, SUITE 600

(Street)

FRANKLIN, TN 37067

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Noranda Aluminum Holding CORP
[NOR]

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2015

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)

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) (A) or (D)	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)
Common stock	12/07/2015		M	0.57 A \$ 14	126,058.4185	D	

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

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information contained in this form are not
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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)**

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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. Deemed Exercise Price (Instr. 3)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	12/07/2015		D	<u>(2)</u>	0.43		<u>(3)</u>	12/31/2015	Common stock	0.43
Right to purchase <u>(4)</u>	\$ 14	12/07/2015		D	<u>(5)</u>	0.57		<u>(4)</u>	05/29/2017	Common stock	0.57
Right to purchase <u>(6)</u>	\$ 14	12/07/2015		D	<u>(5)</u>	0.57		<u>(6)</u>	05/29/2017	Common stock	0.57

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brooks William H JR 801 CRESCENT CENTRE DRIVE SUITE 600 FRANKLIN, TN 37067	X			

Signatures

Gail E. Lehman, Attorney-in-Fact for William H Brooks

12/09/2015

****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) Each restricted stock unit is the economic equivalent of one share of Issuer common stock.
- The fractional restricted stock unit was cancelled by the Issuer on December 7, 2015 in exchange for a cash payment equal to the value of the fractional unit.
- (2) multiplied by \$0.59, the closing market price per share of the Issuer's common stock as reported by OTC Pink Marketplace on December 7, 2015.
- (3) The reported transaction relates to shares of restricted stock units (RSUs) initially granted on December 2, 2014 and additional dividend equivalent units granted through June 10, 2015. All remaining outstanding RSUs will vest on December 31, 2015.

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- (4) The reported transaction relates to the director stock option granted on May 29, 2007. The option has vested in five equal annual increments through 2012.
- The fractional share underlying the stock option was cancelled by the Issuer on December 7, 2015 in exchange for a cash payment equal
- (5) to the fraction multiplied by \$0.59, the closing market price per share of the Issuer's common stock as reported by OTC Pink Marketplace on December 7, 2015.
- (6) The reported transaction relates to the director stock option granted on May 29, 2007. The option has vested upon achievement of the applicable performance target.

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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