

BARRETT WILLIAM J
Form 4
September 29, 2017

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

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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 *
BARRETT WILLIAM J

2. Issuer Name and Ticker or Trading Symbol
SUPREME INDUSTRIES INC
[STS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P O BOX 6199
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/27/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec V P and Secretary

FAIR HAVEN, NJ 07704

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

(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 | | |
| Class A Common Stock | 09/27/2017 | | U | | 516,802 (1) (2) | D | \$ 21 0 D (3) (4) |
| Class A Common Stock | 09/27/2017 | | U | | 98,789 (1) (5) | D | \$ 21 0 I (3) (4) By Spouse |
| Class B Common Stock | 09/27/2017 | | U | | 885,999 (6) | D | \$ 21 0 D (3) (4) |
| Class B Common | 09/27/2017 | | U | | 16,857 (6) | D | \$ 21 0 I (3) (4) By Spouse |

Stock

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

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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)

| 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 Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BARRETT WILLIAM J P O BOX 6199 FAIR HAVEN, NJ 07704 | X | X | Exec V P and Secretary | |

Signatures

/s/ Julia A. Gardner, Attorney-in-Fact for William J. Barrett

09/29/2017

__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).

Represents Class A common stock of Supreme Industries, Inc. (the "Issuer"), par value \$0.10 per share ("Class A Shares"), which were disposed of pursuant to a tender offer (the "Tender Offer") by Redhawk Acquisition Corporation, a wholly owned subsidiary of Wabash National Corporation ("Purchaser"), to purchase all of the issued and outstanding Class A Shares and shares of Class B common stock of (1) the Issuer, par value \$0.10 per share ("Class B Shares" and, together with Class A Shares, "Shares"), at a purchase price of \$21.00 per Share in cash (the "Offer Price"), as described more fully in the Schedule 14D-9 filed by the Issuer on August 22, 2017, and as subsequently supplemented and amended. All dispositions of Shares by the reporting person in the Tender Offer were approved in advance by the Issuer's Board of Directors.

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Includes 13,350 Class A Shares that were ultimately received by William J. Barrett on September 6, 2017, in connection with a distribution by SBB STX, LLC ("SBB STX") of Class A Shares held by SBB STX on a pro rata basis to its direct and indirect owners (the "SBB STX Distribution"). The distribution of such Class A Shares by SBB STX and the subsequent acquisition of such Class A

(2) Shares by Mr. Barrett in connection with the SBB STX Distribution constituted a change in the form of beneficial ownership without a change in Mr. Barrett's pecuniary interest that is exempt from Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") pursuant to Rule 16a-13 thereunder. Rule 16a-9(a) under the Exchange Act may also exempt the acquisition of such Class A Shares by Mr. Barrett in connection with the SBB STX Distribution from Section 16 of the Exchange Act.

(3) This statement is filed by and on behalf of Mr. Barrett. Mr. Barrett and his wife are the direct beneficial owners of the securities covered by this statement.

The reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Exchange Act, or otherwise, the beneficial owner of any securities covered by this statement. The

(4) reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.

Includes 13,350 Class A Shares that were ultimately received by Mr. Barrett's wife on September 6, 2017, in connection with the SBB STX Distribution. The acquisition of such Class A Shares by Mr. Barrett's wife in connection with the SBB STX Distribution constituted

(5) a change in the form of beneficial ownership without a change in the pecuniary interest of Mr. Barrett's wife that is exempt from Section 16 of the Exchange Act pursuant to Rule 16a-13 thereunder. Rule 16a-9(a) under the Exchange Act may also exempt the acquisition of such Class A Shares by Mr. Barrett's wife in connection with the SBB STX Distribution from Section 16 of the Exchange Act.

Represents Class B Shares which were disposed of pursuant to the Tender Offer at the Offer Price, as described more fully in the

(6) Schedule 14D-9 filed by the Issuer on August 22, 2017, and as subsequently supplemented and amended. All dispositions of Shares by the reporting person in the Tender Offer were approved in advance by the Issuer's Board of Directors.

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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