

AMPCO PITTSBURGH CORP
 Form 3
 April 01, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Altor Holdings Ltd | | (Month/Day/Year) | AMPCO PITTSBURGH CORP [AP] | |
| (Last) | (First) | (Middle) | 03/03/2016 | |
| 11-15 SEATON PLACE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| ST. HELIER, Â Y9Â JE4 0QH | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,017,441 | I | See footnote <u>(1)</u> |
| Common Stock | 743,868 | I | See footnote <u>(2)</u> |
| Common Stock | 2,694 | I | See footnote <u>(3)</u> |
| Common Stock | 12,601 | I | See footnote <u>(4)</u> |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|--|---|--|---------------|--------------|--|
|--|---|--|---------------|--------------|--|

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| (Month/Day/Year) | | | Derivative Security (Instr. 4) | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) | (Instr. 5) |
|---------------------|--------------------|-------|-----------------------------------|---|--|------------|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Altor Holdings Ltd 11-15 SEATON PLACE ST. HELIER, Y9 JE4 0QH | ^ | ^ X | ^ | ^ |
| Altor Fund II GP Ltd 11-15 SEATON PLACE ST HELIER, Y9 JE4 0QH | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| /s/ Stefan Linder, as director of Altor Holdings Limited | 04/01/2016 |
| __Signature of Reporting Person | Date |
| /s/ Emily Sturgess, as attorney-in-fact for Altor Fund II GP Limited | 04/01/2016 |
| __Signature of Reporting Person | Date |
| /s/ Matthew Hague, as attorney-in-fact for Altor Fund II GP Limited | 04/01/2016 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

The shares of Common Stock are directly beneficially owned by Altor Fund II (No. 1) Limited Partnership ("Altor Fund 1"). Altor Holdings Limited ("Altor Holdings") is the sole member of Altor Fund II GP Limited ("Altor GP"), which is the general partner of Altor

(1) Fund 1, such that each of Altor Holdings and Altor GP may be deemed a beneficial owner of the shares of Common Stock directly beneficially owned by Altor Fund 1. Each of Altor Holdings and Altor GP disclaims beneficial ownership of the shares of Common Stock directly beneficially owned by Altor Fund 1, except to the extent of its respective pecuniary interest therein.

The shares of Common Stock are directly beneficially owned by Altor Fund II (No. 2) Limited Partnership ("Altor Fund 2"). Altor Holdings is the sole member of Altor GP, which is the general partner of Altor Fund 2, such that each of Altor Holdings and Altor GP

(2) may be deemed a beneficial owner of the shares of Common Stock directly beneficially owned by Altor Fund 2. Each of Altor Holdings and Altor GP disclaims beneficial ownership of the shares of Common Stock directly beneficially owned by Altor Fund 2, except to the extent of its respective pecuniary interest therein.

The shares of Common Stock are directly beneficially owned by Altor Fund II (No. 3) Limited Partnership ("Altor Fund 3"). Altor Holdings is the sole member of Altor GP, which is the general partner of Altor Fund 3, such that each of Altor Holdings and Altor GP

(3) may be deemed a beneficial owner of the shares of Common Stock directly beneficially owned by Altor Fund 3. Each of Altor Holdings and Altor GP disclaims beneficial ownership of the shares of Common Stock directly beneficially owned by Altor Fund 3, except to the extent of its respective pecuniary interest therein.

(4) The shares of Common Stock are directly beneficially owned by Altor Fund II (No. 4) Limited ("Altor Fund 4"). Altor Holdings is the sole member of Altor GP, which is the investment manager to Altor Fund 4, such that each of Altor Holdings and Altor GP may be

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deemed a beneficial owner of the shares of Common Stock directly beneficially owned by Altor Fund 4. Each of Altor Holdings and Altor GP disclaims beneficial ownership of the shares of Common Stock directly beneficially owned by Altor Fund 4, except to the extent of its respective pecuniary interest therein.

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Remarks:

ExhibitÂ 24.1-PowerÂ ofÂ Attorney

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.