

J M SMUCKER Co
 Form 4
 July 15, 2015

FORM 4

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

OMB APPROVAL

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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 *
 AlpInvest US Holdings, LLC

(Last) (First) (Middle)
 299 PARK AVENUE, 35TH FLOOR,
 (Street)

NEW YORK, NY 10171

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 J M SMUCKER Co [SJM]

3. Date of Earliest Transaction (Month/Day/Year)
 07/15/2015

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) ___X___ Other (specify below)
 May be a member of a 13(d) gro

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 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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, Without par value	07/15/2015		S		3,010,781 <u>(2)</u>	D	\$ 103.82 <u>(1)</u>
					0	I	Held through Blue Holdings I, L.P. <u>(2)</u> <u>(3) (4)</u>

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

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SEC 1474 (9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

AlpInvest US Holdings, LLC
299 PARK AVENUE, 35TH FLOOR
NEW YORK, NY 10171

May be a member of a 13(d) gro

AlpInvest Partners Blue Co-Invest LLC
C/O ALPINVEST US HOLDINGS, LLC
299 PARK AVENUE, 35TH FLOOR
NEW YORK, NY 10171

May be a member of a 13(d) gro

Signatures

Evert Vink 07/15/2015

**Signature of Reporting Person Date

Tim Koek 07/15/2015

**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) This amount represents the secondary price per share of common stock, without par value ("Common Stock"), of The J.M. Smucker Company (the "Issuer") received by Blue Holdings I, L.P. ("Blue Holdings") in an underwritten secondary block trade.

These shares represent shares of Common Stock that were sold by Blue Holdings as part of a sale by Blue Holdings of an aggregate of 4,921,934 shares of Common Stock. Blue Holdings directly owns all of the shares of Common Stock reported in this statement.

(2) Centerview Capital, L.P. and certain of its affiliated investment funds hold limited partner interests in Blue Holdings. Blue Holdings directly owns all of the shares of Common Stock reported herein. AlpInvest Partners Blue Co-Invest LLC holds limited partner interests in Blue Holdings.

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- (3) The manager of AlpInvest Partners Blue Co-Invest LLC is AlpInvest US Holdings, LLC.

Each of the Reporting Persons may be deemed to be the beneficial owner of all or a portion of the securities reported herein. The filing of

- (4) this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein, and the Reporting Persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

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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