

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-01-09** | Period of Report: **2013-01-01**
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ISSUER

TMS International Corp.

CIK: **1491501** | IRS No.: **205899976** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3310** Steel works, blast furnaces & rolling & finishing mills

Mailing Address

12 MONONGAHELA AVENUE
P.O. BOX 2000
GLASSPORT PA 15045

Business Address

12 MONONGAHELA AVENUE
P.O. BOX 2000
GLASSPORT PA 15045
412-678-6141

REPORTING OWNER

HELLER LEON Z

CIK: **1028946** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **001-35128** | Film No.: **13519850**

Mailing Address

1155 BUSINESS CENTER
DRIVE
SUITE 200
HORSHAM PA 19044

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

1. Name and Address of Reporting Person <u>HELLER LEON Z</u> (Last) (First) (Middle) 1155 BUSINESS CENTER DRIVE, SUITE 200 (Street) HORSHAM, PA 19044 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2013	3. Issuer Name and Ticker or Trading Symbol <u>TMS International Corp. [TMS]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Exec VP, Sec. & Gen Counsel</u>	5. If Amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input 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)

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 (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B Common Stock	04/05/2011	(1)	Class A Common Stock	15,087	(1)	D	
Employee Stock Option (Right to Buy)	(2)	04/13/2021	Class A Common Stock	3,750	\$13	D	
Employee Stock Option (Right to Buy)	(3)	04/13/2022	Class A Common Stock	3,750	\$11.18	D	

Explanation of Responses:

- Shares of Class B Common Stock are convertible on a one-for-one basis at any time, at the option of the holder, into shares of Class A Common Stock and are automatically convertible on a one-for-one basis into shares of Class A Common Stock upon a sale or other disposition to any person other than (i) a person who obtained Class B Common Stock through a direct issuance by the Issuer or (ii) Onex Corporation, Onex Partners II LP or any controlled affiliate of Onex Corporation or Onex Partners II LP. The Class B Common Stock has no expiration date.
- The options were granted on April 13, 2011. The options become vested as follows: 10% on the first anniversary of the grant date, an additional 20% on the second anniversary of the grant date, an additional 30% on the third anniversary of the grant date and the remaining 40% on the fourth anniversary of the grant date. Additionally, 50% of the vested shares subject to the options shall only be exercisable if, as of the trading date

immediately preceding the applicable exercise date, the closing price of a share is at least 115% of the exercise price. All of the unvested shares subject to the options shall become vested upon a change of control of the Issuer.

3. The options were granted on April 13, 2012. The options become vested as follows: 10% on the first anniversary of the grant date, an additional 20% on the second anniversary of the grant date, an additional 30% on the third anniversary of the grant date and the remaining 40% on the fourth anniversary of the grant date. Additionally, 50% of the vested shares subject to the options shall only be exercisable if, as of the trading date immediately preceding the applicable exercise date, the closing price of a share is at least 115% of the exercise price. All of the unvested shares subject to the options shall become vested upon a change of control of the Issuer.

Signatures

/s/ Leon Z. Heller

** Signature of Reporting Person

01/09/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

