

Blue Bird Corp
Form SC 13D/A
July 21, 2016

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Blue Bird Corporation
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of class of securities)

095306106
(CUSIP Number)

Eric L. Schondorf
American Securities LLC
299 Park Avenue, 34th Floor
New York, NY 10171
(212) 476-8000

Copy to:
Michael Lubowitz, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
(212) 310-8000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 20, 2016
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rules 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

ASP BB HOLDINGS LLC (See Item 2)

2

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

BK; WC

5

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7

SOLE VOTING POWER

0 (See Item 5)

8

SHARED VOTING POWER

12,000,000 (See Item 5)

9

SOLE DISPOSITIVE POWER

0 (See Item 5)

10

SHARED DISPOSITIVE POWER

12,000,000 (See Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

12,000,000 (See Item 5)

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

57.15% (See Item 5)

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

2

CUSIP No. 095306106 13D Page 3

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

ASP BB INVESTCO LP (See Item 2)

2 CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

OO

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

7 SOLE VOTING POWER
0 (See Item 5)

8 SHARED VOTING POWER
12,000,000 (See Item 5)

9 SOLE DISPOSITIVE POWER
0 (See Item 5)

10 SHARED DISPOSITIVE POWER
12,000,000 (See Item 5)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

12,000,000 (See Item 5)

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CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

57.15% (See Item 5)

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

3

CUSIP No. 095306106 13D Page 4

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

AMERICAN SECURITIES
PARTNERS VII, L.P. (See Item 2)

2

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

OO

5

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7

SOLE VOTING POWER
0 (See Item 5)

8

SHARED VOTING POWER
12,000,000 (See Item 5)

9

SOLE DISPOSITIVE POWER
0 (See Item 5)

10

SHARED DISPOSITIVE POWER
12,000,000 (See Item 5)

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REPORTING PERSON

12,000,000 (See Item 5)

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13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

57.15% (See Item 5)

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

4

CUSIP No. 095306106 13D Page 5

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

AMERICAN SECURITIES
PARTNERS VII(B), L.P. (See Item 2)

2

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (a)
(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

OO

5

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7

SOLE VOTING POWER
0 (See Item 5)

8

SHARED VOTING POWER
12,000,000 (See Item 5)

9

SOLE DISPOSITIVE POWER
0 (See Item 5)

10

SHARED DISPOSITIVE POWER
12,000,000 (See Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

12,000,000 (See Item 5)

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AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

57.15% (See Item 5)

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

5

CUSIP No. 095306106 13D Page 6

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)
AMERICAN SECURITIES
PARTNERS VII(C), L.P. (See Item 2)

2 CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)
OO

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

7 SOLE VOTING POWER
0 (See Item 5)

8 SHARED VOTING POWER
12,000,000 (See Item 5)

9 SOLE DISPOSITIVE POWER
0 (See Item 5)

10 SHARED DISPOSITIVE POWER
12,000,000 (See Item 5)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

12,000,000 (See Item 5)

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

57.15% (See Item 5)

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

6

CUSIP No. 095306106 13D Page 7

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

AMERICAN SECURITIES
ASSOCIATES VII, LLC (See Item 2)

2

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (a)
(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

OO

5

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7

SOLE VOTING POWER
0 (See Item 5)

8

SHARED VOTING POWER
12,000,000 (See Item 5)

9

SOLE DISPOSITIVE POWER
0 (See Item 5)

10

SHARED DISPOSITIVE POWER
12,000,000 (See Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

12,000,000 (See Item 5)

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

57.15% (See Item 5)

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

7

CUSIP No. 095306106 13D Page 8

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)
AMERICAN SECURITIES LLC (See
Item 2)

2 CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)
OO

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
New York

7 SOLE VOTING POWER
0 (See Item 5)

8 SHARED VOTING POWER
12,000,000 (See Item 5)

9 SOLE DISPOSITIVE POWER
0 (See Item 5)

10 SHARED DISPOSITIVE POWER
12,000,000 (See Item 5)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

12,000,000 (See Item 5)

12 CHECK BOX IF THE AGGREGATE
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CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

57.15% (See Item 5)

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IA

8

EXPLANATORY NOTE

Pursuant to Rule 13d-2 promulgated under the Securities Exchange Act of 1934, as amended, this Schedule 13D/A (this "Amendment No. 1") amends the Schedule 13D filed on June 10, 2016 (the "Original Schedule 13D" and, together with this Amendment No. 1, the "Schedule 13D"). This Amendment No. 1 relates to the common stock, par value \$0.0001 per share, of Blue Bird Corporation, a Delaware corporation (the "Company" or the "Issuer").

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of Schedule 13D is hereby supplemented to incorporate by reference Item 4 of this Amendment No. 1.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby supplemented to include the following:

On July 20, 2016, American Securities LLC submitted a non-binding indication of interest letter to the special committee of the board of directors of the Company for the acquisition by ASP BB Holdings LLC ("Holdings") of all of the outstanding fully-diluted equity of the Company not currently owned by Holdings and its affiliates. A copy of that letter is attached hereto as Exhibit 99.1, and the information in that letter is incorporated by reference herein.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The information provided or incorporated by reference in Item 4 is hereby incorporated by reference herein.

Item 7. Material to be Filed as Exhibits.

Exhibit Number	Description
<u>99.1</u>	Letter dated July 20, 2016.
99.2*	Joint Filing Agreement, dated June 10, 2016, by and among ASP BB Holdings LLC, ASP BB Investco LP, American Securities Partners VII, L.P., American Securities Partners VII(B), L.P., American Securities Partners VII(C), L.P., American Securities Associates VII, LLC and American Securities LLC (incorporated herein by reference to Exhibit 1 to the Schedule 13D filed with the Securities and Exchange Commission on June 10, 2016 by ASP BB Holdings LLC with respect to the common stock of Blue Bird Corporation).

*Previously Filed

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct. Pursuant to Rule 13d-1(k)(1), each of the undersigned agrees that this statement is filed on behalf of each of us.

ASP BB HOLDINGS LLC

By: /s/ Eric L. Schondorf
Name: Eric L. Schondorf
Title: Vice President and Secretary
Date: July 21, 2016

ASP BB INVESTCO LP

By: ASP Manager Corp., its general partner

By: /s/ Eric L. Schondorf
Name: Eric L. Schondorf
Title: Vice President and Secretary
Date: July 21, 2016

AMERICAN SECURITIES PARTNERS VII, L.P.

By: American Securities Associates VII, LLC, its general partner

By: /s/ Michael G. Fisch
Name: Michael G. Fisch
Title: Managing Member
Date: July 21, 2016

AMERICAN SECURITIES PARTNERS VII(B), L.P.

By: American Securities Associates VII, LLC, its general partner

By: /s/ Michael G. Fisch
Name: Michael G. Fisch
Title: Managing Member
Date: July 21, 2016

AMERICAN SECURITIES PARTNERS VII(C), L.P.

By: American Securities Associates VII, LLC, its general partner

By: /s/ Michael G. Fisch
Name: Michael G. Fisch
Title: Managing Member
Date: July 21, 2016

AMERICAN SECURITIES ASSOCIATES VII,
LLC

By: /s/ Michael G. Fisch
Name: Michael G. Fisch
Title: Managing Member
Date: July 21, 2016

AMERICAN SECURITIES LLC

By: /s/ Michael G. Fisch
Name: Michael G. Fisch
Title: President and Chief Executive Officer
Date: July 21, 2016
