

ASP BB Holdings LLC
 Form 4
 October 22, 2018

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

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 *
 ASP BB Holdings LLC

2. Issuer Name and Ticker or Trading Symbol
 Blue Bird Corp [BLBD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 10/18/2018

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

C/O AMERICAN SECURITIES LLC, 299 PARK AVENUE, 34TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

NEW YORK, NY 10171

(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)
Common Stock	10/18/2018		S ⁽¹⁾	V Amount (D) Price	11,030,150 <u>(2) (3)</u>	D <u>(2) (3)</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)

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

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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

ASP BB Holdings LLC
 C/O AMERICAN SECURITIES LLC
 299 PARK AVENUE, 34TH FLOOR
 NEW YORK, NY 10171

AMERICAN SECURITIES LLC
 299 PARK AVE, 34TH FLOOR
 NEW YORK, NY 10171

American Securities Partners VII(C), L.P.
 C/O AMERICAN SECURITIES LLC
 299 PARK AVENUE, 34TH FLOOR
 NEW YORK, NY 10171-8000

American Securities Partners VII(B), L.P.
 C/O AMERICAN SECURITIES LLC
 299 PARK AVENUE, 34TH FLOOR
 NEW YORK, NY 10171-8000

American Securities Partners VII, L.P.
 C/O AMERICAN SECURITIES LLC
 299 PARK AVENUE, 34TH FLOOR
 NEW YORK, NY 10171-8000

American Securities Associates VII, LLC
 C/O AMERICAN SECURITIES LLC
 299 PARK AVENUE, 34TH FLOOR
 NEW YORK, NY 10171

ASP BB Investco LP
 C/O AMERICAN SECURITIES LLC
 299 PARK AVENUE, 34TH FLOOR
 NEW YORK, NY 10171

Signatures

ASP BB Holdings LLC By: /s/ Eric L. Schondorf, as Vice President and Secretary	10/22/2018
__Signature of Reporting Person	Date
ASP BB Investco LP By: ASP Manager Corp., its general partner By: /s/ Eric L. Schondorf, as Vice President and Secretary	10/22/2018
__Signature of Reporting Person	Date
American Securities Partners VII, L.P. By: American Securities Associates VII, LLC, its general partner By: /s/ Michael G. Fisch, as Managing Member	10/22/2018
__Signature of Reporting Person	Date
American Securities Partners VII(B), L.P. By: American Securities Associates VII, LLC, its general partner By: /s/ Michael G. Fisch, as Managing Member	10/22/2018
__Signature of Reporting Person	Date
American Securities Partners VII(C), L.P. By: American Securities Associates VII, LLC, its general partner By: /s/ Michael G. Fisch, as Managing Member	10/22/2018
__Signature of Reporting Person	Date
American Securities Associates VII, LLC By: /s/ Michael G. Fisch, as Managing Member	10/22/2018
__Signature of Reporting Person	Date
American Securities LLC By: /s/ Michael G. Fisch, as President and Chief Executive Officer	10/22/2018
__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) Represents sale of shares to Issuer pursuant to an issuer tender offer.
- The shares are owned directly by ASP BB Holdings LLC and may also be deemed to be indirectly beneficially owned by (i) ASP BB Investco LP, the sole member of ASP BB Holdings LLC ("Investco"), (ii) American Securities Partners VII, L.P., American Securities Partners VII(B), L.P. and American Securities Partners VII(C), L.P., the owners of partnership interests in Investco (each, a "Sponsor"), (iii) American Securities Associates VII, LLC, as general partner of the Sponsors ("GP"), and (iv) American Securities LLC, which provides investment advisory services to each Sponsor.
- (3) Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of such Reporting Person's pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

Exhibit 99.1-Joint Filer Information, incorporated herein by reference.

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.