

Blue Bird Corp
Form 4
June 10, 2016

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 *
Coliseum Capital Management, LLC

(Last) (First) (Middle)

METRO CENTER, 1 STATION PLACE, 7TH FLOOR SOUTH

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/08/2016

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) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	06/08/2016		M	4,608 A \$ 0 ⁽¹⁾	2,621,212 ⁽²⁾	I	See Footnotes ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾
Common Stock	06/08/2016		D	4,608 D \$ 11.11 ⁽¹⁾	2,616,604	I	See Footnotes ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾
Common Stock	06/08/2016		M	4,878 A \$ 0 ⁽¹⁾	2,621,482	I	See Footnotes ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾
Common Stock	06/08/2016		D	4,878 D \$ 11.11	2,616,604	I	See Footnotes

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(1)

(3) (4) (5) (6)

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

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(9-02)

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 (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 Security (Instr. 3 and 4)
Restricted Stock Equivalent Units	\$ 11.11 <u>(1)</u>	06/08/2016		M	4,608	06/08/2016 ⁽¹⁾ 06/08/2016 ⁽¹⁾	Common Stock 4,
Restricted Stock Equivalent Units	\$ 11.11 <u>(1)</u>	06/08/2016		M	4,878	06/08/2016 ⁽¹⁾ 06/08/2016 ⁽¹⁾	Common Stock 4,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Coliseum Capital Management, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X	X		
Shackelton Christopher S METRO CENTER 1 STATION PLACE, 7TH FLOOR, STAMFORD, CT 06902	X	X		
Coliseum Capital, LLC METRO CENTER	X	X		

1 STATION PLACE, 7TH FLOOR,
STAMFORD, CT 06902

COLISEUM CAPITAL PARTNERS, L.P.

METRO CENTER

1 STATION PLACE, 7TH FLOOR,
STAMFORD, CT 06902

X X

Coliseum Capital Partners II, L.P.

METRO CENTER

1 STATION PLACE, 7TH FLOOR,
STAMFORD, CT 06902

X X

Gray Adam

METRO CENTER

1 STATION PLACE, 7TH FLOOR,
STAMFORD, CT 06902

X X

Coliseum School Bus Holdings, LLC

METRO CENTER

1 STATION PLACE, 7TH FLOOR
STAMFORD, CT 06902

X X

Signatures

Coliseum Capital Management, LLC, By: /s/ Thomas Sparta, Attorney-in-fact

06/10/2016

__Signature of Reporting Person

Date

Christopher Shackelton, By: /s/ Thomas Sparta, Attorney-in-fact

06/10/2016

__Signature of Reporting Person

Date

Coliseum Capital, LLC, By: /s/ Thomas Sparta, Attorney-in-fact

06/10/2016

__Signature of Reporting Person

Date

Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/
Thomas Sparta, Attorney-in-fact

06/10/2016

__Signature of Reporting Person

Date

Coliseum Capital Partners II, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/
Thomas Sparta, Attorney-in-fact

06/10/2016

__Signature of Reporting Person

Date

Adam Gray, By: /s/ Thomas Sparta, Attorney-in-fact

06/10/2016

__Signature of Reporting Person

Date

Coliseum School Bus Holdings, LLC, By: Coliseum Capital Management, LLC, its Manager,
By: /s/ Thomas Sparta, Attorney-in-fact

06/10/2016

__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) Each vested Restricted Stock Equivalent Unit ("RSEU") entitles Coliseum Capital Partners, L.P. ("CCP") to a cash payment by Blue Bird Corporation (the "Issuer") equal to the fair market value of a share of the Issuer's common stock on the Settlement Date. "Settlement Date" means the earlier of (i) the date Adam Gray's ("Gray") continuous service on the board of the Issuer terminates for

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any reason or (ii) the date of the consummation of a change of control. A change of control was triggered on June 8, 2016, and, therefore, the RSEUs vested on June 8, 2016, for which date the closing market price was \$11.11.

- (2) On June 15, 2015, September 15, 2015, and December 15, 2015, Coliseum School Bus Holdings, LLC, a Delaware limited liability company ("CSB") received 19,010, 17,407, and 19,187 common shares, respectively, as a result of a stock dividend.
- (3) The RSEUs were received by CCP pursuant to an agreement under which Gray assigned to CCP the right to receive all compensation (including equity compensation) that Gray would otherwise receive as a director of the Issuer.

- These securities are held directly by (a) CCP, an investment limited partnership of which Coliseum Capital, LLC, a Delaware limited liability company ("CC"), is general partner and for which Coliseum Capital Management, LLC, a Delaware limited liability company ("CCM"), serves as investment adviser, (b) Coliseum Capital Partners II, L.P. ("CCP2" and, together with CCP, the "Funds"), an investment limited partnership of which CC is general partner and for which CCM serves as investment adviser, (c) CSB and (d) a separate account investment advisory client of CCM (the "Separate Account").
- (4)

- Christopher Shackelton ("Shackelton") and Gray are managers of CCM and CC. CSB is a company through which CCP, CCP2 and Separate Account have invested in the Issuer's 7.625% Series A Convertible Cumulative Preferred Stock. CCM is the manager of CSB.
- (5) Each of Shackelton, Gray, CCP, CCP2, the Separate Account, CC, CSB and CCM disclaim beneficial ownership of these securities except to the extent of that person's pecuniary interest therein.

- (6) Following the transactions reported herein, CCP, CCP2, the Separate Account, and CSB directly owned 1,750,000, 310,000, 501,000, and 55,604 shares of common stock, respectively.

Remarks:

Adam Gray is a director of the Issuer. As a result, the following persons may be deemed directors by deputization of the Issuer.

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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