

Gray Adam
Form 4
September 29, 2017

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

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)
09/27/2017

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

Former Director

105 ROWAYTON AVENUE

(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
 Form filed by More than One Reporting Person

ROWAYTON, CT 06853

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	09/27/2017		M	2,907 A (1) (2)	2,907	I	See footnotes (4) (5)
Common Stock	09/27/2017		D	2,907 D \$ 19.65	0	I	See footnotes (4) (5)

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

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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. Puts, Calls, Warrants, etc. (Instr. 3 and 4)
Restricted Stock Equivalent Units	(2)	09/27/2017		M	2,907	(2) (2)	Common Stock	2,907

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Coliseum Capital Management, LLC 105 ROWAYTON AVENUE ROWAYTON, CT 06853				Former Director
Shackelton Christopher S 105 ROWAYTON AVENUE ROWAYTON, CT 06853				Former Director
Coliseum Capital, LLC 105 ROWAYTON AVENUE ROWAYTON, CT 06853				Former Director
COLISEUM CAPITAL PARTNERS, L.P. 105 ROWAYTON AVENUE ROWAYTON, CT 06853				Former Director
Coliseum Capital Partners II, L.P. 105 ROWAYTON AVENUE ROWAYTON, CT 06853				Former Director
Gray Adam 105 ROWAYTON AVENUE ROWAYTON, CT 06853				Former Director
Coliseum School Bus Holdings, LLC 105 ROWAYTON AVENUE ROWAYTON, CT 06853				Former Director

Signatures

Coliseum Capital Management, LLC, By: /s/ Thomas Sparta, Attorney-in-fact	09/28/2017
**Signature of Reporting Person	Date
Christopher Shackelton, By: /s/ Thomas Sparta, Attorney-in-fact	09/28/2017
**Signature of Reporting Person	Date
Coliseum Capital, LLC, By: /s/ Thomas Sparta, Attorney-in-fact	09/28/2017
**Signature of Reporting Person	Date
Coliseum Capital Partners, L.P. By: Coliseum Capital, LLC, its General Partner, By: /s/ Thomas Sparta, Attorney-in-fact	09/28/2017
**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	09/28/2017
**Signature of Reporting Person	Date
Adam Gray, By: /s/ Thomas Sparta, Attorney-in-fact	09/28/2017
**Signature of Reporting Person	Date
Coliseum School Bus Holdings, LLC By: Coliseum Capital Management, LLC, its Manager, By: /s/ Thomas Sparta, Attorney-in-fact	09/28/2017
**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) Restricted Stock Equivalent Units convert into Common Stock on a one-for-one basis.

For each vested Restricted Stock Equivalent Unit ("RSEU"), Blue Bird Corporation (the "Issuer") will make a cash payment to Coliseum Capital Partners, L.P. ("CCP") 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 any reason or (ii) the date of the consummation of a change of control. The RSEUs vest on April 2, 2018. On September 27, 2017, Mr. Gray ended his service on the board of the Issuer. Therefore, the fair market value of the shares of RSEU were equal to the closing price of the Issuer's Common Stock on September 27, 2017.

(3) The RSEUs were held 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.

(4) These securities were held directly by 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. Coliseum Capital Partners II, L.P. ("CCP2" and, together with CCP, the "Funds") is an investment limited partnership of which CC is general partner and for which CCM serves as investment adviser.

(5) Christopher Shackelton ("Shackelton") and Gray are managers of CCM and CC. Coliseum School Bus Holdings, LLC ("CSB") is a Delaware limited liability company through which CCP, CCP2 and a separate account investment advisory client of CCM (the "Separate Account") invested in the Issuer's 7.625% Series A Convertible Cumulative Preferred Stock. CCM is the manager of CSB. 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.

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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