

TEREX CORP
Form 3
February 10, 2017

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

(Print or Type Responses)

| | | | | | |
|---|---------|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â MARCATO CAPITAL MANAGEMENT LP | | | (Month/Day/Year) | TEREX CORP [TEX] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| FOUR EMBARCADERO CENTER,Â SUITE 2100 | | | | (Check all applicable) | |
| (Street) | | | | <input checked="" type="checkbox"/> Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| SAN FRANCISCO,Â CAÂ 94111 | | | | <input type="checkbox"/> 10% Owner | <input type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | | (give title below) | (specify below) |
| | | | | | <input checked="" 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) |
|------------------------------------|--|---|--|
| Common Stock | 1,087,660 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |

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

SEC 1473 (7-02)

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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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|--|
| Call Options | 06/24/2016 | 12/21/2017 | Common Stock | 3,334,040 | \$ 14 | I | See footnotes ⁽¹⁾ <u>(2) (3)</u> |
| Call Options | 06/27/2016 | 12/21/2017 | Common Stock | 363,316 | \$ 14 | I | See footnotes ⁽¹⁾ <u>(2) (3)</u> |
| Call Options | 06/28/2016 | 12/21/2017 | Common Stock | 300,000 | \$ 14 | I | See footnotes ⁽¹⁾ <u>(2) (3)</u> |
| Call Options | 06/29/2016 | 12/21/2017 | Common Stock | 155,349 | \$ 14 | I | See footnotes ⁽¹⁾ <u>(2) (3)</u> |
| Call Options | 06/30/2016 | 12/21/2017 | Common Stock | 117,240 | \$ 14 | I | See footnotes ⁽¹⁾ <u>(2) (3)</u> |
| Call Options | 07/01/2016 | 12/21/2017 | Common Stock | 159,777 | \$ 14 | I | See footnotes ⁽¹⁾ <u>(2) (3)</u> |
| Put Options | 12/21/2017 | 12/21/2017 | Common Stock | 4,429,722 | \$ 14 | I | See footnotes ⁽¹⁾ <u>(2) (3)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MARCATO CAPITAL MANAGEMENT LP FOUR EMBARCADERO CENTER SUITE 2100 SAN FRANCISCO, CA 94111 | Â X | Â | Â | Â |
| Marcato International Master Fund, Ltd. FOUR EMBARCADERO CENTER SUITE 2100 SAN FRANCISCO, CA 94111 | Â X | Â | Â | Â |
| McGuire Richard FOUR EMBARCADERO CENTER SUITE 2100 SAN FRANCISCO, CA 94111 | Â X | Â | Â | Â |

Signatures

| | |
|--|------------|
| MARCATO CAPITAL MANAGEMENT LP, By: Marcato Holdings LLC, its General Partner, By: /s/ Richard McGuire, Richard McGuire, Managing Member | 02/10/2017 |
| **Signature of Reporting Person | Date |
| MARCATO INTERNATIONAL MASTER FUND, LTD., By: /s/ Richard McGuire, Richard McGuire, Director | 02/10/2017 |
| **Signature of Reporting Person | Date |
| /s/ Richard McGuire, Richard McGuire | 02/10/2017 |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) In addition to Marcato Capital Management, LP, a Delaware limited partnership ("Marcato"), this Form 3 is being filed jointly by Marcato International Master Fund, Ltd., a Cayman Islands exempted company ("Marcato International"), and Richard McGuire, a citizen of the United States of America (collectively, the "Reporting Persons"), each of whom has the same business address as Marcato and may be deemed to have a pecuniary interest in securities reported on this Form 3 (the "Subject Securities").

(2) Marcato, as the investment manager of Marcato International, may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934. As the general partner of Marcato, Marcato Holdings LLC may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a). By virtue of Richard McGuire's position as Managing Partner of Marcato and managing member of Marcato Holdings LLC, Richard McGuire may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a). Each of the Reporting Persons disclaims any beneficial ownership of any of the Subject Securities, except to the extent of any pecuniary interest therein.

(3) Matthew Hepler, a member of the board of directors of the Issuer of the Subject Securities, was elected to that board as a representative of the Reporting Persons. As a result, each of those persons may be directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934.

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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