

GLOBAL BRASS & COPPER HOLDINGS, INC.

Form 4

January 30, 2014

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 *
Halkos Holdings, LLC

2. Issuer Name and Ticker or Trading Symbol
GLOBAL BRASS & COPPER HOLDINGS, INC. [BRSS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2014

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

C/O GLOBAL BRASS & COPPER HOLDINGS, INC., 475 N. MARTINGALE ROAD, SUITE 1050

(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

SCHAUMBURG, IL 60173

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	01/28/2014		S		6,400,000	D	\$ 16.25
					910,000	D	(1) (2)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Period (Instr. 6)
				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
Halkos Holdings, LLC C/O GLOBAL BRASS & COPPER HOLDINGS, INC. 475 N. MARTINGALE ROAD, SUITE 1050 SCHAUMBURG, IL 60173				Former 10% Owner
KPS Special Situations Fund III, L.P. C/O KPS CAPITAL PARTNERS, LP 485 LEXINGTON AVENUE, FL 31 NEW YORK, NY 10017				Former 10% Owner
KPS Investors III, LP C/O KPS CAPITAL PARTNERS, LP 485 LEXINGTON AVENUE, FL 31 NEW YORK, NY 10017				Former 10% Owner
KPS Investors II, L.P. C/O KPS CAPITAL PARTNERS, LP 485 LEXINGTON AVENUE, FL 31 NEW YORK, NY 10017				Former 10% Owner
KPS Investors II GP, LLC C/O KPS CAPITAL PARTNERS, LP 485 LEXINGTON AVENUE, FL 31 NEW YORK, NY 10017				Former 10% Owner
KPS Capital Partners, LLC C/O KPS CAPITAL PARTNERS, LP				Former 10% Owner

485 LEXINGTON AVENUE, FL 31
NEW YORK, NY 10017

KPS Special Situations Fund III (A), L.P.
C/O KPS CAPITAL PARTNERS, LP
485 LEXINGTON AVENUE, FL 31
NEW YORK, NY 10017

Former 10% Owner

KPS Special Situations Fund II, L.P.
C/O KPS CAPITAL PARTNERS, LP
485 LEXINGTON AVENUE, FL 31
NEW YORK, NY 10017

Former 10% Owner

KPS Special Situations Fund II (A), L.P.
C/O KPS CAPITAL PARTNERS, LP
485 LEXINGTON AVENUE, FL 31
NEW YORK, NY 10017

Former 10% Owner

KPS Investors III, Ltd.
C/O KPS CAPITAL PARTNERS, LP
485 LEXINGTON AVENUE, FL 31
NEW YORK, NY 10017

Former 10% Owner

Signatures

Halkos Holdings, LLC, /s/ Michael Psaros, Executive Committee Member	01/30/2014
__Signature of Reporting Person	Date
KPS Special Situations Fund III, L.P., /s/ Stephen Hoey, Chief Financial Officer	01/30/2014
__Signature of Reporting Person	Date
KPS Investors III, L.P., /s/ Stephen Hoey, Chief Financial Officer	01/30/2014
__Signature of Reporting Person	Date
KPS Investors II, L.P., /s/ Stephen Hoey, Chief Financial Officer	01/30/2014
__Signature of Reporting Person	Date
KPS Investors II GP, LLC, /s/ Stephen Hoey, Chief Financial Officer	01/30/2014
__Signature of Reporting Person	Date
KPS Capital Partners, LLC, /s/ Stephen Hoey, Chief Financial Officer	01/30/2014
__Signature of Reporting Person	Date
KPS Special Situations Fund III (A), L.P., /s/ Stephen Hoey, Chief Financial Officer	01/30/2014
__Signature of Reporting Person	Date
KPS Special Situations Fund II, L.P., /s/ Stephen Hoey, Chief Financial Officer	01/30/2014
__Signature of Reporting Person	Date
KPS Special Situations Fund II (A), L.P., /s/ Stephen Hoey, Chief Financial Officer	01/30/2014
__Signature of Reporting Person	Date
KPS Investors III, Ltd., /s/ Stephen Hoey, Chief Financial Officer	01/30/2014

__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).

Halkos Holdings, LLC is a 10%+ shareholder of Global Brass and Cooper Holdings, Inc. KPS Special Situations Fund II, L.P., KPS Special Situations Fund II (A), L.P., KPS Special Situations Fund III, LP and KPS Special Situations Fund III (A), L.P. are collectively majority members of Halkos Holdings, LLC. KPS Investors III, Ltd. is the general partner of KPS Special Situations Fund III (A), L.P.

(1) and KPS Capital Partners, LLC is the controlling shareholder of KPS Investors III, Ltd. KPS Investors III, L.P. is the general partner of KPS Special Situations Fund III, L.P. and KPS Capital Partners, LLC is the general partner of KPS Investors III, L.P. KPS Investors II, L.P. is the general partner of KPS Special Situation Fund II, L.P. and KPS Special Situations Fund II (A), L.P. KPS Investors II GP, LLC is the general partner of KPS Investors II, L.P.

(2) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Securities Exchange Act of 1934, as amended.

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.