

MULTI COLOR Corp
Form 4/A
February 06, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BENACERRAF ARI J

(Last) (First) (Middle)

**C/O MULTI-COLOR
CORPORATION, 4053 CLOUGH
WOODS DRIVE**

(Street)

BATAVIA, OH 45103

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MULTI COLOR Corp [LABL]

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

08/23/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)
08/29/2013

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)
Common Stock				(A) or (D)			By Limited Partnership
			Code V Amount (D) Price		1,833,170 ⁽¹⁾	I ⁽²⁾ ⁽⁵⁾	
Common Stock					695,117 ⁽¹⁾	I ⁽³⁾ ⁽⁵⁾	By Limited Partnership
Common Stock					24,615 ⁽¹⁾	I ⁽⁴⁾ ⁽⁵⁾	By Limited Partnership

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

**Persons who respond to the collection of
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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 Beneficially Owned Following Reported Transaction (Instr. 10)
				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
BENACERRAF ARI J C/O MULTI-COLOR CORPORATION 4053 CLOUGH WOODS DRIVE BATAVIA, OH 45103	X	X		

Signatures

/s/ Ari J. Benacerraf by Jocelyn F. Manning,
Attorney-in-Fact

02/06/2014

__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).
- (1) These shares were omitted from the reporting person's original Form 4.
- (2) Shares held directly by Diamond Castle Partners IV L.P., including 143,377 shares held under escrow agreement. Shareholdings reflect changes in number of escrowed shares previously reported due to rounding.
- (3) Shares held directly by Diamond Castle Partners IV-A, L.P., including 54,367 shares held under escrow agreement. Shareholdings reflect changes in number of escrowed shares previously reported due to rounding.
- (4) Shares held directly by Deal Leaders Fund, L.P., including 1,925 shares held under escrow agreement. Shareholdings reflect changes in number of escrowed shares previously reported due to rounding.
- (5) DCP IV GP, L.P. ("DCP IV GP") is the general partner of each of Diamond Castle Partners IV, L.P., Diamond Castle Partners IV-A, L.P. and Deal Leaders Fund, L.P. DCP IV GP-GP, LLC ("DCP IV GP-GP") is the general partner of DCP IV GP. Ari J. Benacerraf, Michael W. Ranger and Andrew H. Rush are the managing members of DCP IV GP-GP. The reporting person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein, and this report shall not be deemed to be an admission that he is the

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beneficial owner of such securities for purposes of Section 16 of for any other purpose.

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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