

BENACERRAF ARI J

Form 4

October 03, 2018

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)

10/01/2018

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)
Common Stock ⁽¹⁾	10/01/2018		A	1,062 A	\$ 0 17,035	I	By limited liability company ⁽²⁾
Common Stock					16,000	D	
Common Stock					2,498,496	I	By partnership ⁽³⁾ ⁽⁴⁾
Common Stock					7,427	I	By partnership

(3) (5)

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

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SEC 1474
(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 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. 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
BENACERRAF ARI J C/O MULTI-COLOR CORPORATION 4053 CLOUGH WOODS DRIVE BATAVIA, OH 45103	X

Signatures

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

10/03/2018

__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 granted pursuant to Multi-Color's 2012 Stock Incentive Plan.

Shares held directly by Diamond Castle Holdings, LLC, an entity in which the Reporting Person is a managing member. The Reporting

(2) 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 beneficial owner of such securities for purposes of Section 16 or any other purpose.

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DCP 2014 GP, L.P. (the "2014 GP") is the general partner of both the 2014 Fund and the 2014 DL Fund, and DCP 2014 GP-GP, LLC (the "2014 GP-GP") is its general partner. Ari J. Benacerraf, Michael W. Ranger and Andrew H. Rush are the managing members of the

- (3) 2014 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 beneficial owner of such securities for purposes of Section 16 or any other purpose.
- (4) Shares held directly by Diamond Castle Partners 2014, L.P. (the "2014 Fund")
- (5) Shares held directly by DCP 2014 Deal Leaders Fund, L.P. (the "2014 DL Fund")

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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