

Summit Materials, Inc.  
Form 4  
August 13, 2015

**FORM 4**

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

OMB APPROVAL

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**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 \*  
Harris Brian James

(Last) (First) (Middle)

C/O SUMMIT MATERIALS,  
INC., 1550 WYNKOOP STREET,  
3RD FLOOR

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Summit Materials, Inc. [SUM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/11/2015

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)  
EVP & Chief Financial Officer

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 Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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 displays a currently valid OMB control number.**

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3)                        | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8)  | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                  |                 |                      |                            |
|--|--|----------------------|------------------|---|------------------|------------------|------------------|-----------------|----------------------|----------------------------|
|  |  |                      | Code             | V   | (A)              | (D)              | Date Exercisable | Expiration Date | Title                | Amount or Number of Shares |
| LP Units of Summit Materials Holdings L.P. |  | 08/11/2015           | D <sup>(2)</sup> |   | 100,747          |                  | <sup>(1)</sup>   | <sup>(1)</sup>  | Class A Common Stock | 100,747                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Harris Brian James<br>C/O SUMMIT MATERIALS, INC.<br>1550 WYNKOOP STREET, 3RD FLOOR<br>DENVER, CO 80202 |               |           | EVP & Chief Financial Officer |       |

## Signatures

/s/Anne Lee Benedict, as Attorney-in-Fact 08/13/2015

\*\*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) Pursuant to the terms of an exchange agreement, dated as of March 11, 2015, the limited partnership units of Summit Materials Holdings L.P. ("LP Units") reported herein are exchangeable from and after the first anniversary of the closing of the issuer's initial public offering (subject to the terms of the exchange agreement and vesting requirements, including certain vesting events more fully described in the issuer's Registration Statement on Form S-1 (File No. 333-201058) (the "Registration Statement")) for shares of the issuer's Class A common stock on a one-for-one basis.
- (2) The Reporting Person sold to the issuer the number of LP Units set forth above at a price per LP Unit of \$24.784375, which represents the \$25.75 price at which the issuer's Class A common stock was sold in a secondary offering, less the underwriters' discount of \$0.965625 per share.
- (3) Total holdings include LP Units acquired in connection with a dividend of LP Units from Summit Materials Holdings GP, Ltd., of which the Reporting Person is a shareholder. The acquisition of such LP Units was exempt pursuant to Rule 16a-9.
- (4) Reflects securities held by a trust for the benefit of Mr. Harris' family, for which Mr. Harris' spouse serves as trustee.

### Remarks:

The Reporting Person disclaims beneficial ownership of the securities reported herein as indirectly beneficially owned, except 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.