

CARPENTER TECHNOLOGY CORP
Form SC 13G/A
February 10, 2016

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

SCHEDULE 13G*

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2**

(Amendment No. 1)*

Under the Securities Exchange Act of 1934

Carpenter Technology Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

144285103

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1 NAME OF REPORTING PERSONS

EdgePoint Investment Group Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Ontario

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 4,762,766
 EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH:

4,762,766
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,762,766
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.2%¹

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

FI

¹ The percentage set forth in Row 11 of this Cover Page is based on the 46,833,874 shares of Common Stock (as defined herein) of the Issuer (as defined herein) outstanding as of January 27, 2016, as reported on the Issuer's Form 10-Q filed with the Securities Exchange Commission on February 4, 2016.

1 NAME OF REPORTING PERSONS

EdgePoint Global Portfolio

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Ontario

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,473,018
EACH **7** SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH:

2,473,018
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,473,018
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.3%²

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

FI

² The percentage set forth in Row 11 of this Cover Page is based on the 46,833,874 shares of Common Stock of the Issuer outstanding as of January 27, 2016, as reported on the Issuer's Form 10-Q filed with the Securities Exchange Commission on February 4, 2016.

- Item 1.**
- (a) **Name of Issuer:** Carpenter Technology Corporation
 - (b) **Address of Issuer's Principal Executive Offices:** P.O. Box 14662, Reading, Pennsylvania 19610
- Item 2.**
- (a) **Name of Person Filing:** This Schedule 13G is being filed on behalf of EdgePoint Investment Group Inc. (the successor corporation to EdgePoint Investment Management Inc., **EdgePoint**) and EdgePoint Global Portfolio (**EGP**) with respect to the shares of Common Stock, \$0.00 par value per share (the **Common Stock**), of Carpenter Technology Corporation, a Delaware corporation (the **Issuer**).

EdgePoint acts as investment manager to, and exercises investment discretion with respect to the Common Stock directly owned by, a number of private investment funds and mutual fund trusts, including EGP, an Ontario mutual fund trust.

The filing of this statement should not be construed as an admission that EdgePoint is, for the purpose of Section 13 of the Act, the beneficial owner of the Common Stock reported herein.

- (b) **Address of Principal Business Office or, if none, Residence:** 150 Bloor Street West, Suite 500, Toronto, Ontario M5S 2X9, Canada
- (c) **Citizenship:**

See Row 4 of each Cover Page

- (d) **Title of Class of Securities:** Common Stock
- (e) **CUSIP Number:** 144285103

- Item 3.** If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or dealer registered under Section 15 of the Exchange Act;
- (b) " Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: EdgePoint is comparable to an IA and EGP is comparable to an IV.

Item 4. Ownership.

The information required by Items 4(a)-(c) is set forth in Rows 5-11 of each Cover Page and is incorporated herein by reference.

EdgePoint expressly declares that this filing shall not be construed as an admission that it is, for the purposes of Sections 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this filing.

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Item 5. Ownership of Five Percent or Less of a Class
Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person.
Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.
Not Applicable

Item 8. Identification and Classification of Members of the Group
Not Applicable

Item 9. Notice of Dissolution of Group
Not Applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2016
Date

/s/ Patrick Farmer
Patrick Farmer/Chief Compliance Officer