

IES Holdings, Inc.
Form 4
October 05, 2016

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 *
GENDELL JEFFREY L ET AL

(Last) (First) (Middle)
1 SOUND SHORE DRIVE
(Street)
GREENWICH, CT 06830
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IES Holdings, Inc. [IESC]

3. Date of Earliest Transaction
(Month/Day/Year)
10/03/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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, par value \$0.01 per share | 10/03/2016 | | J ⁽²⁾ | 894,960 D | \$ 0 (2) 12,436,382 | I | See Footnotes (1) (3) (4) (5) (6) |
| Common Stock, par value \$0.01 per share | 10/03/2016 | | J ⁽²⁾ | 3,105,040 D | \$ 0 (2) 12,436,382 | I | See Footnotes (1) (3) (4) (5) (6) |
| Common Stock, par | 10/03/2016 | | J ⁽²⁾ | 3,105,040 A | \$ 0 (2) 12,436,382 | I | See Footnotes |

value
\$0.01 per
share

(1) (3) (4) (5)
(6)

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. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | 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

GENDELL JEFFREY L ET AL
1 SOUND SHORE DRIVE
GREENWICH, CT 06830

X

TONTINE CAPITAL PARTNERS L P
1 SOUND SHORE DRIVE
GREENWICH, CT 06830

X

TONTINE CAPITAL MANAGEMENT LLC
1 SOUND SHORE DRIVE
GREENWICH, CT 06830

X

TONTINE MANAGEMENT LLC
1 SOUND SHORE DRIVE
GREENWICH, CT 06830

X

TONTINE CAPITAL OVERSEAS MASTER FUND II, L.P.
1 SOUND SHORE DRIVE
GREENWICH, CT 06830

X

| | |
|--|---|
| TONTINE ASSET ASSOCIATES, L.L.C. 1 SOUND SHORE DRIVE GREENWICH, CT 06830 | X |
| Tontine Associates, LLC 1 SOUND SHORE DRIVE GREENWICH, CT 06830 | X |
| Tontine Capital Overseas GP, LLC 1 SOUND SHORE DRIVE GREENWICH, CT 06830 | X |

Signatures

| | |
|---|------------|
| Tontine Capital Partners, L.P., By: its General Partner, Tontine Capital Management, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell | 10/05/2016 |
| __Signature of Reporting Person | Date |
| Tontine Capital Management, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell | 10/05/2016 |
| __Signature of Reporting Person | Date |
| Tontine Management, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell | 10/05/2016 |
| __Signature of Reporting Person | Date |
| Tontine Capital Overseas Master Fund II, L.P. By: its General Partner, Tontine Asset Associates, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell | 10/05/2016 |
| __Signature of Reporting Person | Date |
| Tontine Asset Associates, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell | 10/05/2016 |
| __Signature of Reporting Person | Date |
| Tontine Associates, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell | 10/05/2016 |
| __Signature of Reporting Person | Date |
| Tontine Capital Overseas GP, L.L.C. By: its Managing Member /s/ Jeffrey L. Gendell | 10/05/2016 |
| __Signature of Reporting Person | Date |
| /s/ Jeffrey L. Gendell | 10/05/2016 |
| __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) This report is filed jointly by Tontine Capital Partners, L.P., a Delaware limited partnership ("TCP"), Tontine Capital Management, L.L.C., a Delaware limited liability company ("TCM"), Tontine Management, L.L.C., a Delaware limited liability company ("TM"), Tontine Capital Overseas Master Fund II, L.P., a Cayman Islands limited partnership ("TCP 2"), Tontine Asset Associates, L.L.C., a Delaware limited liability company ("TAA"), Tontine Associates, L.L.C., a Delaware limited liability company ("TA"), Tontine Capital Overseas GP, L.L.C., a Delaware limited liability company ("TCO"), and Jeffrey L. Gendell ("Mr. Gendell"). Mr. Gendell is the managing member of: (a) TCM, the general partner of TCP; (b) TM; (c) TAA, the general partner of TCP 2; (d) TA; and (e) TCO.

(2) On October 3, 2016, TCP 2 distributed an aggregate of 4,000,000 shares of Common Stock on a pro-rata basis to all holders of ownership interests in TCP 2, of which 3,105,040 shares of Common Stock were distributed to investors that are directly or indirectly controlled by Mr. Gendell as follows: 96,891 shares of Common Stock to TAA, 979,257 shares of Common Stock to TM, 1,910,529 shares of Common Stock to TCM, 47,284 shares of Common Stock to TCO and 71,079 shares of Common Stock to Mr. Gendell and his children. The remaining 894,960 shares of Common distributed by TCP 2 were distributed to investors that are not directly or indirectly controlled by Mr. Gendell.

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(3) TCP directly owns 5,642,723 shares of Common Stock, TCM directly owns 1,910,529 shares of Common Stock, TM directly owns 1,410,162 shares of Common Stock, TCP 2 directly owns 2,605,499 shares of Common Stock, TAA directly owns 96,891, TA directly owns 642,057 shares of Common Stock, TCO directly owns 47,284 shares of Common Stock, Mr. Gendell directly owns 33,119 shares of Common Stock and Mr. Gendell's children own 48,118 shares of Common Stock.

(4) All of the foregoing securities may be deemed to be beneficially owned by Mr. Gendell. The foregoing securities held by TCP may be deemed to be beneficially owned by TCM. The foregoing securities held by TCP 2 may be deemed to be beneficially owned by TAA.

Mr. Gendell disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by Mr. Gendell or representing Mr. Gendell's pro rata interest in, and interest in the profits of, TCM, TCP, TM, TCP 2, TAA, TA and TCO. TCM disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TCM or representing TCM's pro rata interest in, and interest in the profits of, TCP.

TAA disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TAA or representing TAA's pro rata interest in, and interest in the profits of, TCP 2. TA disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TA. TM disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TM. TCO disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TCO.

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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