IES Holdings, Inc. Form 4 October 05, 2016

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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**OMB APPROVAL** 

3235-0287

January 31,

OMB

Number:

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box

if no longer

subject to

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 David B.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

(Middle)

(Zip)

IES Holdings, Inc. [IESC] 3. Date of Earliest Transaction

(Check all applicable)

1 SOUND SHORE DRIVE, SUITE

(Street)

(State)

(First)

(Month/Day/Year) 10/03/2016

\_X\_\_ Director 10% Owner Other (specify Officer (give title below)

304

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

GREENWICH, CT 06830

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	ecuriti	ies Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	4. Securities Acquired on(A) or Disposed of (D)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial	
(=======)		(Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4	and 5	5)	Owned Following Reported	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock (1)	10/03/2016		A	1,053	A	\$0	71,083	D	
Common Stock	10/03/2016		J	38,377 (2)	A	\$0	109,460	D	

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

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	n Date .		nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities		(Instr.	3 and 4)		Own	
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Exercisable Date	Expiration Date	of			
				C 1 W	(A) (D)						
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Gendell David B. 1 SOUND SHORE DRIVE, SUITE 304 X GREENWICH, CT 06830

## **Signatures**

/s/Gail D. Makode, 10/05/2016 Attorney-in-Fact

\*\*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).
- Represents Phantom Stock Units granted pursuant to the Integrated Electrical Services, Inc. (n/k/a IES Holdings, Inc.) 2006 Equity Incentive Plan (as amended and restated through February 2016) upon Mr. Gendell electing to receive PSUs in lieu of a cash or common stock retainer. Each unit converts to one share of IES Holdings, Inc. common stock when Mr. Gendell leaves the board of directors for any reason.
- Represents shares of common stock of IES Holdings, Inc. (the Company) received by Mr. Gendell as a result of an in-kind, pro rata (2) distribution of IES Holdings, Inc. common stock by an investment fund to all of its investors, including Mr. Gendell. The investment fund is affiliated with Tontine Capital Partners, L.P., which, together with its affiliates, is the majority shareholder of the Company.

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.

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