IES Holdings, Inc. Form 3

June 16, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement IES Holdings, Inc. [IESC] A Santoni Thomas E (Month/Day/Year) 06/06/2016 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 5433 WESTHEIMER ROAD, (Check all applicable) **SUITE 500** (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer _ Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting SVP, Operations Person HOUSTON, TXÂ 77056 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â 39,933 (1) (2) Common Stock D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

| 1. Title of Derivative | 2. Date Exercisable and | 3. Title and Amount of | 4. | 5. | 6. Nature of Indirect |
|------------------------|-------------------------|------------------------|-------------|------------|-----------------------|
| Security | Expiration Date | Securities Underlying | Conversion | Ownership | Beneficial |
| (Instr. 4) | (Month/Day/Year) | Derivative Security | or Exercise | Form of | Ownership |
| | | (Instr. 4) | Price of | Derivative | (Instr. 5) |
| | Date Exercisable | Title | Derivative | Security: | |
| | | | Security | Direct (D) | |

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| | | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-------------------------|---------------|--------------------|--------|----------------------------------|--------------------|----------------------------|---|
| Stock Options (Right to | 02/02/2017(3) | 02/02/2025 | Common | 1,500 | \$ 7.21 <u>(4)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|--|---------------|-----------|-----------------|-------|--|
| F- | Director | 10% Owner | Officer | Other | |
| Santoni Thomas E 5433 WESTHEIMER ROAD, SUITE 500 HOUSTON, TX 77056 | Â | Â | SVP, Operations | Â | |

Signatures

/s/Gail D. Makode, Attorney-in-Fact 06/16/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Includes 900 shares of restricted stock granted on May 12, 2006 pursuant to the 2006 Equity Incentive Plan of IES Holdings, Inc. (formerly known as Integrated Electrical Services, Inc.) (the "Company"), as amended on October 9, 2007 (the "Plan"), which vested in full on September 15, 2006; includes 208 shares of the Company's common stock reclassified in 2008 by the Company in connection with
- (1) the Company's 2006 reorganization; includes 8,000 shares of restricted stock granted pursuant to the Plan on September 28, 2010, which vested in full on September 28, 2012; includes 10,000 shares of restricted stock granted pursuant to the Plan on December 16, 2010, of which 3,334 shares vested on each of December 16, 2011 and December 16, 2012 and 3,332 shares vested on December 16, 2013, and of which 1,762 shares were forfeited to satiafy tax withholding obligations.
- Includes 3,926 shares of the Company's common stock issued upon exercise of subscription rights in connection with the Company's 2014 rights offering; includes 12,500 shares of restricted stock granted on April 1, 2015 pursuant to the Plan, which will vest on April 1, 2018; and includes 6,161 shares of the Company's common stock acquired in open market purchases.
- (3) The date indicated is the vesting date on the second anniversary of the grant date.
- (4) The price reported in Column 4 reflects the exercise price at which the stock options were granted to the employee pursuant to the Plan. 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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