

GARDNER HERBERT M
 Form 4
 September 29, 2017

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 *
 GARDNER HERBERT M

2. Issuer Name and Ticker or Trading Symbol
 SUPREME INDUSTRIES INC
 [STS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 P O BOX 463
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/27/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of Board

WADING RIVER, NY 11792

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Class A Common Stock | 09/27/2017 | | U | | 280,289 <u>(1)</u> | D | \$ 21 0 | D <u>(2)</u> <u>(3)</u> |
| Class B Common Stock | 09/27/2017 | | U | | 587,862 <u>(4)</u> | D | \$ 21 0 | D <u>(2)</u> <u>(3)</u> |
| Class A Common Stock | 09/27/2017 | | U | | 969 <u>(1)</u> | D | \$ 21 0 | I By GSMT U/W/O Mary K. Gardner <u>(2)</u> <u>(3)</u> <u>(5)</u> |

| | | | | | | | |
|----------------------------|------------|---|---------------|---|---------|---|---|
| Class B Common Stock | 09/27/2017 | U | 66,516 (4) | D | \$ 21 0 | I | By GSMT U/W/O Mary K. Gardner (2) (3) (6) |
|----------------------------|------------|---|---------------|---|---------|---|---|

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.

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(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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GARDNER HERBERT M P O BOX 463 WADING RIVER, NY 11792 | X | | Chairman of Board | |

Signatures

/s/ Julia A. Gardner, Attorney-in-Fact for Herbert M. Gardner
 **Signature of Reporting Person
 09/29/2017
 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) Represents Class A common stock of Supreme Industries, Inc. (the "Issuer"), par value \$0.10 per share ("Class A Shares"), which were disposed of pursuant to a tender offer (the "Tender Offer") by Redhawk Acquisition Corporation, a wholly owned subsidiary of Wabash

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National Corporation ("Purchaser"), to purchase all of the issued and outstanding Class A Shares and shares of Class B common stock of the Issuer, par value \$0.10 per share ("Class B Shares" and, together with Class A Shares, "Shares"), at a purchase price of \$21.00 per Share in cash (the "Offer Price"), as described more fully in the Schedule 14D-9 filed by the Issuer on August 22, 2017, and as subsequently supplemented and amended. All dispositions of Shares by the reporting person in the Tender Offer were approved in advance by the Issuer's Board of Directors

- (2) This statement is filed by and on behalf of Herbert M. Gardner. Mr. Gardner and the Generation Skipping Marital Trust U/W/O Mary K. Gardner (the "Trust"), of which Mr. Gardner is a Co-Trustee, are the direct beneficial owners of the securities covered by this statement.

- (3) The reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the beneficial owner of any securities covered by this statement. The reporting person disclaims beneficial ownership of the Shares directly beneficially owned by the Trust, of which Mr. Gardner is a Co-Trustee.

- (4) Represents Class B Shares which were disposed of pursuant to the Tender Offer at the Offer Price, as described more fully in the Schedule 14D-9 filed by the Issuer on August 22, 2017, and as subsequently supplemented and amended. All dispositions of Shares by the reporting person in the Tender Offer were approved in advance by the Issuer's Board of Directors.

- (5) Represents Class A Shares directly beneficially owned by the Trust.

- (6) Represents Class B Shares directly beneficially owned by the Trust.

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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