

SiteOne Landscape Supply, Inc.  
 Form 4  
 December 06, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 CD&R Associates VIII, Ltd.

2. Issuer Name and Ticker or Trading Symbol  
 SiteOne Landscape Supply, Inc.  
 [SITE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/05/2016

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

C/O MAPLES CORPORATE SERVICES LIMITED, P.O. BOX 309, UGLAND HOUSE

(Street)

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

GRAND CAYMAN, E9 KY1-1104

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/05/2016		S		6,753,137	D	\$ 33
					11,046,541	I	

By affiliate <sup>(1)</sup>  
(2)

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

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SEC 1474 (9-02)

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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 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 Beneficially (Instr. 3 and 4)
				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
CD&R Associates VIII, Ltd. C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104		X		
CD&R ASSOCIATES VIII, LP C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, E9 KY1-110		X		
CD&R Investment Associates VIII, Ltd. C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104		X		
CD&R Landscapes Holdings, L.P. C/O MAPLES CORPORATE SERVICES LIMITED PO BOX 309, UGLAND HOUSE, S. CHURCH ST. GEORGE TOWN, GRAND CAYMAN, E9 KY1-1104		X		

## Signatures

CD&R Associates VIII, Ltd. By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec.	12/06/2016
**Signature of Reporting Person	Date
CD&R Associates VIII, L.P. By: CD&R Investment Associates VIII, Ltd., its general partner, By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec.	12/06/2016
**Signature of Reporting Person	Date
CD&R Investment Associates VIII, Ltd. By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec.	12/06/2016

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\_\_Signature of Reporting Person

Date

CD&R Landscapes Holdings, L.P. By: CD&R Associates VIII, Ltd., its general partner, By:  
/s/ Theresa A. Gore, VP, Treas. and Asst. Sec.

12/06/2016

\_\_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).  
CD&R Associates VIII, Ltd., as the general partner of CD&R Landscapes Holdings, L.P. ("CD&R Holdings"), CD&R Associates VIII,  
(1) L.P., as the sole stockholder of CD&R Associates VIII, Ltd., and CD&R Investment Associates VIII, Ltd., as the general partner of  
CD&R Associates VIII, L.P., may each be deemed to beneficially own the shares of Common Stock held by CD&R Holdings.  
(2) Each of CD&R Associates VIII, Ltd., CD&R Associates VIII, L.P. and CD&R Investment Associates VIII, Ltd. expressly disclaims  
beneficial ownership of the shares of Common Stock held by CD&R Holdings, except to the extent of its pecuniary interest therein.

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.