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The reader should not assume that the information is accurate and complete.

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

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	<input checked="" type="checkbox"/> None	Entity Type
0000018172			<input checked="" type="checkbox"/> Corporation
Name of Issuer			<input type="checkbox"/> Limited Partnership
CASTLE A M & CO			<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization			<input type="checkbox"/> General Partnership
MARYLAND			<input type="checkbox"/> Business Trust
Year of Incorporation/Organization			<input type="checkbox"/> Other (Specify)
<input checked="" type="checkbox"/> Over Five Years Ago			
<input type="checkbox"/> Within Last Five Years (Specify Year)			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
CASTLE A M & CO			
Street Address 1		Street Address 2	
1420 KENSINGTON ROAD		SUITE 220	
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
OAK BROOK	ILLINOIS	60523	8474557111

3. Related Persons

Last Name	First Name	Middle Name
Scheinkman	Steven	W.
Street Address 1	Street Address 2	
c/o A.M. Castle & Co.	1420 Kensington Road, Suite 220	
City	State/Province/Country	ZIP/PostalCode
Oak Brook	ILLINOIS	60523
Relationship:	<input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Anderson	Patrick	R.
Street Address 1	Street Address 2	
c/o A.M. Castle & Co.	1420 Kensington Road, Suite 220	
City	State/Province/Country	ZIP/PostalCode
Oak Brook	ILLINOIS	60523
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Edgar	Marec	E.
Street Address 1	Street Address 2	
c/o A.M. Castle & Co.	1420 Kensington Road, Suite 220	
City	State/Province/Country	ZIP/PostalCode
Oak Brook	ILLINOIS	60523
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Knopp	Ronald	E.
Street Address 1	Street Address 2	
c/o A.M. Castle & Co.	1420 Kensington Road, Suite 220	
City	State/Province/Country	ZIP/PostalCode
Oak Brook	ILLINOIS	60523
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Brownstein	Howard	Brod
Street Address 1	Street Address 2	
c/o A.M. Castle & Co.	1420 Kensington Road, Suite 220	
City	State/Province/Country	ZIP/PostalCode
Oak Brook	ILLINOIS	60523
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Lieberman	Pamela	Forbes
Street Address 1	Street Address 2	
c/o A.M. Castle & Co.	1420 Kensington Road, Suite 220	

City State/Province/Country ZIP/PostalCode
 Oak Brook ILLINOIS 60523
 Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
 Mellin Jonathan B.
 Street Address 1 Street Address 2
 c/o A.M. Castle & Co. 1420 Kensington Road, Suite 220
 City State/Province/Country ZIP/PostalCode
 Oak Brook ILLINOIS 60523
 Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
 Sheehan Michael J.
 Street Address 1 Street Address 2
 c/o A.M. Castle & Co. 1420 Kensington Road, Suite 220
 City State/Province/Country ZIP/PostalCode
 Oak Brook ILLINOIS 60523
 Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

- | | | |
|--|---|--|
| <input type="checkbox"/> Agriculture | Health Care | <input type="checkbox"/> Retailing |
| <input type="checkbox"/> Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | Travel |
| Is the issuer registered as
an investment company under
the Investment Company
Act of 1940? | Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Yes <input type="checkbox"/> No | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Other Banking & Financial Services | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Business Services | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| Energy | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Other |
| <input type="checkbox"/> Coal Mining | <input type="checkbox"/> Other Real Estate | |

Electric Utilities Energy Conservation Environmental Services Oil & Gas Other Energy

5. Issuer Size

Revenue Range

OR

Aggregate Net Asset Value Range

 No Revenues No Aggregate Net Asset Value \$1 - \$1,000,000 \$1 - \$5,000,000 \$1,000,001 -
\$5,000,000 \$5,000,001 - \$25,000,000 \$5,000,001 -
\$25,000,000 \$25,000,001 - \$50,000,000 \$25,000,001 -
\$100,000,000 \$50,000,001 - \$100,000,000 Over \$100,000,000 Over \$100,000,000 Decline to Disclose Decline to Disclose Not Applicable Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

 Rule 504(b)(1) (not (i), (ii) or (iii)) Investment Company Act Section 3(c) Rule 504 (b)(1)(i) Section 3(c)(1) Section 3(c)(9) Rule 504 (b)(1)(ii) Section 3(c)(2) Section 3(c)(10) Rule 504 (b)(1)(iii) Section 3(c)(3) Section 3(c)(11) Rule 505 Section 3(c)(4) Section 3(c)(12) Rule 506(b) Section 3(c)(5) Section 3(c)(13) Rule 506(c) Section 3(c)(6) Section 3(c)(14) Securities Act Section 4(a)(5) Section 3(c)(7)

7. Type of Filing

 New Notice Date of First Sale First Sale Yet to Occur Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|---|
| <input type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input checked="" type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
Street Address 1	Street Address 2	ZIP/Postal Code
City	State/Province/Country	
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	<input type="checkbox"/> All States <input type="checkbox"/> Foreign/non-US	

13. Offering and Sales Amounts

Total Offering Amount \$115,000,000 USD or Indefinite
 Total Amount Sold \$0 USD
 Total Remaining to be Sold \$115,000,000 USD or Indefinite

Clarification of Response (if Necessary):

[\\$115 million of Exchange Notes offered to Holders of Prepetition Second Lien and Third Lien Secured Claims under the Issuer's Prepackaged Joint Chapter 11 Plan of Reorganization, as may be amended.](#)

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

0

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
CASTLE A M & CO	Marec E. Edgar	Marec E. Edgar	EVP, General Counsel, Secretary & Chief Admin Officer	2017-05-23

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 number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.