

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.  
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
<a href="#">0000018172</a>			<input checked="" type="checkbox"/> Corporation
Name of Issuer			<input type="checkbox"/> Limited Partnership
<a href="#">CASTLE A M &amp; CO</a>			<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization			<input type="checkbox"/> General Partnership
<a href="#">MARYLAND</a>			<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			
<a href="#">CASTLE A M &amp; CO</a>			
Street Address 1	Street Address 2		
<a href="#">1420 KENSINGTON ROAD</a>	<a href="#">SUITE 220</a>		
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
<a href="#">OAK BROOK</a>	<a href="#">ILLINOIS</a>	<a href="#">60523</a>	<a href="#">8474557111</a>

**3. Related Persons**

Last Name	First Name	Middle Name
<a href="#">Scheinkman</a>	<a href="#">Steven</a>	<a href="#">W.</a>
Street Address 1	Street Address 2	
<a href="#">1420 Kensington Road</a>	<a href="#">Suite 220</a>	
City	State/Province/Country	ZIP/PostalCode
<a href="#">Oak Brook</a>	<a href="#">ILLINOIS</a>	<a href="#">60523</a>
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter

Clarification of Response (if Necessary):

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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):

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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):

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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):

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Last Name	First Name	Middle Name
Mercer	Jacob	
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):

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Last Name	First Name	Middle Name
Segal	Jonathan	
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):

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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):

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Last Name First Name Middle Name  
Brodsky Jeffrey A.  
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):

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#### 4. Industry Group

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- |   |   |  |
|---|---|--|
| <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

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**5. Issuer Size**

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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

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

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 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)

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**7. Type of Filing**

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 New Notice Date of First Sale [2017-08-31](#)  First Sale Yet to Occur Amendment

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**8. Duration of Offering**

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

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

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- |   |   |
|---|---|
| <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 checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe)                 |

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**10. Business Combination Transaction**

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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):

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**11. Minimum Investment**

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Minimum investment accepted from any outside investor \$0 USD

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**12. Sales Compensation**

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Recipient NONE	Recipient CRD Number <input checked="" type="checkbox"/> None None				
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None None				
Street Address 1 NONE	Street Address 2 NONE				
City NONE	State/Province/Country Unknown	ZIP/Postal Code NONE			
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				
<table border="1"><tr><td>CALIFORNIA</td></tr><tr><td>ILLINOIS</td></tr><tr><td>MASSACHUSETTS</td></tr></table>	CALIFORNIA	ILLINOIS	MASSACHUSETTS		
CALIFORNIA					
ILLINOIS					
MASSACHUSETTS					

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**13. Offering and Sales Amounts**

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Total Offering Amount      \$2,400,000 USD or  Indefinite  
Total Amount Sold            \$2,400,000 USD  
Total Remaining to be Sold    \$0 USD or  Indefinite

Clarification of Response (if Necessary):

[\\$2.4 million in convertible notes awarded to officers pursuant to the A.M. Castle & Co. Management Incentive Plan.](#)

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#### 14. Investors

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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:

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#### 15. Sales Commissions & Finder's Fees Expenses

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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):

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#### 16. Use of Proceeds

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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):

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#### Signature and Submission

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**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	/s/ Marec E. Edgar	Marec E. Edgar	EVP, General Counsel, Secretary & Chief Admin Office	2017-09-13

*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.

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