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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

**Date of Report: June 8, 2017**  
(Date of earliest event reported)

**A. M. CASTLE & CO.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation)

**1-5415**  
(Commission File Number)

**36-0879160**  
(IRS Employer Identification No.)

**1420 Kensington Road, Suite 220  
Oak Brook, IL 60523**  
(Address of principal executive offices)

Registrant's telephone number including area code: **(847) 455-7111**

**Not Applicable**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

<input type="checkbox"/>	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
<input type="checkbox"/>	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
<input type="checkbox"/>	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
<input type="checkbox"/>	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## **Item 1.01 - Entry into a Material Definitive Agreement**

### Second Amendment to RSA

On June 8, 2017, A.M. Castle & Co. (the “Company”) and four of its subsidiaries entered into a Second Amendment to Restructuring Support Agreement with its Consenting Creditors (as such term is defined in the RSA)(the “Second Amendment”). The subsidiaries are Keystone Tube Company, LLC, HY-Alloy Steels Company, Keystone Service, Inc. and Total Plastics, Inc. The Consenting Creditors are the beneficial holders (or investment advisors or managers for such beneficial holders) of claims against, or interests in, the Company and such subsidiaries. The purposes of the amendment were: (i) to amend section 7(a)(ii) of the RSA so that the deadline by which the Company must commence its Chapter 11 Cases (as defined in the RSA) is extended from June 15, 2017, to June 20, 2017; and (ii) to amend the RSA to revise the defined term “Outside Date” so that the deadline by which the Plan is required to have become effective is extended, from 75 days after the date of the filing of the chapter 11 petition to August 31, 2017.

The foregoing description is a summary and is qualified in its entirety by reference to the Second Amendment to Restructuring Support Agreement dated June 8, 2017, as amended, attached hereto as Exhibit 99.1.

## **Item 7.01 - Regulation FD Disclosure**

On June 9, 2017, the Company issued a press release announcing the Second Amendment, as disclosed in Item 1.01 of this Current Report on Form 8-K. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.2 and is incorporated herein by this reference.

The information included in this Form 8-K under Item 7.01 and Exhibit 99.2 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to liabilities of that Section, unless the Company specifically states that the information is to be considered “filed” under the Exchange Act or incorporates it by reference into a filing under the Exchange Act or the Securities Act of 1933, as amended.

## **Item 8.01 - Other Events**

As previously disclosed in the Company’s Current Report on Form 8-K filed on May 15, 2017, on that date the Company commenced a solicitation of votes to accept or reject its Prepackaged Joint Chapter 11 Plan of Reorganization (the “Plan”) from the holders of Prepetition First Lien Secured Claims, Prepetition Second Lien Secured Claims, and Prepetition Third Lien Secured Claims, as such terms are defined in the Plan. The voting deadline on the Plan was June 2, 2017. In dollar value, 100% of the votes cast by holders of both the Prepetition First Lien Secured Claims and the Prepetition Second Lien Secured Claims, as well as 79.24% of the votes cast by holders of the Prepetition Third Lien Secured Claims, approved the Plan. In the aggregate, 98.32% of the voting secured creditors by dollar value voted in favor of the Plan. Additionally, a majority of voting holders in number in each class approved the Plan, with an aggregate of 88.68% of voting holders in number approving the Plan.

The Company cautions that trading in its securities during the pendency of any chapter 11 cases for the Company would be highly speculative and pose substantial risks. Trading prices for the Company’s securities may not bear any substantive relationship to the probable outcome for security holders in the Chapter 11 Cases. If the reorganization contemplated by the Plan is consummated, all existing equity interests of the Company, including common stock and any outstanding preferred stock, warrants or options, will be extinguished.

### **Cautionary Note Regarding Forward-Looking Statements**

Information provided and statements contained in this Current Report on Form 8-K or the Exhibits hereto are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (“Securities Act”), Section 21E of the Securities Exchange Act of 1934, as amended (“Exchange Act”), and the Private Securities Litigation Reform Act of 1995. Such forward-looking statements only speak as of the date of this report and the Company assumes no obligation to update the information included in this report. Such forward-looking statements include information concerning our possible or assumed future results of operations, including descriptions of our business strategy and the cost savings and other benefits that we expect to achieve from our restructuring. These statements often include words such as “believe,” “expect,” “anticipate,” “intend,” “predict,” “plan,” “should,” or similar expressions. These statements are not guarantees of performance or results, and they involve risks, uncertainties, and assumptions. Although we believe that these forward-looking statements are based on reasonable assumptions, there are many factors that could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements. These factors include or relate to: our ability to timely conclude definitive documentation for, and to satisfy all conditions to the consummation of, new money commitments from our creditors, any required debtor-in-possession or exit financing or other Plan agreements; our ability to obtain sufficient acceptances in connection with our solicitation of debt holder support; our ability to obtain the bankruptcy court’s approval with respect to motions or other requests made in our anticipated chapter 11 cases, including any required approvals of our assumption of the new money commitment or any required debtor-in-possession financing or exit financing; our ability to maintain strategic control as debtor-in-possession; the availability of the Bankruptcy Court for hearing on our motions, which may affect the timing of any required approvals and our emergence from our anticipated chapter 11 cases; our ability to confirm and consummate a chapter 11 plan of reorganization in our anticipated chapter 11 cases; the effects of the filing of our anticipated chapter 11 cases on our business and the interests of various constituents; the bankruptcy court’s rulings in our anticipated chapter 11 cases, as well the outcome of any such case in general; the length of time that we may operate under chapter 11 protection and the continued availability of operating capital during the pendency of our anticipated chapter 11 cases; risks associated with third party motions or objections in our anticipated chapter 11 cases, which may interfere with our ability to confirm and consummate a chapter 11 plan of reorganization; the potential adverse effects of our anticipated chapter 11 cases on our liquidity or results of operations; our ability to execute the Company’s business and financial reorganization plan; and increased advisory costs to execute our reorganization. Other factors include our ability to effectively manage our operational initiatives and restructuring activities, the impact of volatility of metals prices, the cyclical and seasonal aspects of our business, our ability to effectively manage inventory levels, our ability to successfully complete the remaining steps in our strategic refinancing process, and the impact of our substantial level of indebtedness, as well as including those risk factors identified in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 and our Quarterly Report on Form 10-Q for the first quarter ended March 31, 2017. All future written and oral forward-looking statements by us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to above. Except as required by the federal securities laws, we do not have any obligations or intention to release publicly any revisions to any forward-looking statements to reflect events or circumstances in the future, to reflect the occurrence of unanticipated events or for any other reason.

### **Item 9.01 - Financial Statements and Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Second Amendment to Restructuring Support Agreement dated as of June 8, 2017, by and among A.M. Castle & Co., Total Plastics, Inc., Hy-Alloy Steels Company, Keystone Tube Company, LLC, Keystone Service, and the Consenting Creditors party thereto.
99.2	Press release dated June 9, 2017

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**A.M Castle & Co.**

June 9, 2017

By: /s/ Marec E. Edgar

Marec E. Edgar

Executive Vice President, General Counsel,  
Secretary & Chief Administrative Officer

## EXHIBIT INDEX

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99.2	Press release dated June 9, 2017

## SECOND AMENDMENT TO RESTRUCTURING SUPPORT AGREEMENT

This SECOND AMENDMENT TO RESTRUCTURING SUPPORT AGREEMENT dated as of June 8, 2017 (this “**Amendment**”), is entered into by and among (1) A.M. CASTLE & CO., a Maryland corporation (“**A.M. Castle**”), TOTAL PLASTICS, INC., a Michigan corporation, HY-ALLOY STEELS COMPANY, a Delaware corporation, KEYSTONE TUBE COMPANY, LLC, a Delaware limited liability company, and KEYSTONE SERVICE, INC., an Indiana corporation (collectively, the “**A.M. Castle Parties**,” and each, an “**A.M. Castle Party**”), (2) SGF, Inc. (“**SGF**”), and (3) the undersigned beneficial holders (or investment advisors or managers for such beneficial holders) of claims against, or interests in, the A.M. Castle Parties (collectively, the “**A.M. Castle Claims/Interests**”), including A.M. Castle Claims/Interests arising under (a) that certain Credit Agreement, dated as of December 8, 2016 (as amended, supplemented or otherwise modified from time to time), by and among A.M. Castle and Total Plastics, Inc., as borrowers, each of the guarantors named therein, the lenders party thereto, and Cantor Fitzgerald Securities, as administrative agent and collateral agent, (b) that certain indenture, dated as of February 8, 2016 (as amended, supplemented or otherwise modified from time to time), by and among A.M. Castle, as Issuer, each of the guarantors named therein and U.S. Bank, National Association, as trustee, and/or (c) that certain indenture, dated as of May 19, 2016 (as amended, supplemented or otherwise modified from time to time), by and among A.M. Castle, as Issuer, each of the guarantors named therein and U.S. Bank, National Association, as trustee, in each case, together with their respective successors and permitted assigns that subsequently become party hereto in accordance with the terms hereof (together with SGF, each, a “**Consenting Creditor**,” and collectively, the “**Consenting Creditors**”) and amends that certain Restructuring Support Agreement, dated as of April 6, 2017 and amended on May 12, 2017 (as amended, the “**RSA**”). Unless otherwise defined herein, all defined terms used in this Amendment shall have the meanings ascribed to such terms in the RSA.

Each of the A.M. Castle Parties, the Consenting Creditors, and any subsequent person or entity that becomes a party hereto in accordance with the terms of the RSA, are referred to as the “**Parties**” and individually as a “**Party**.”

### RECITALS

**WHEREAS**, as of the date hereof, the Parties desire to enter into this Amendment to modify the “**Outside Date**” in the RSA as set forth herein.

**NOW THEREFORE**, in consideration of the premises and mutual agreements contained herein and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. **Amendments.** The RSA is hereby amended as follows:
  - (a) The definition of “**Outside Date**” in Section 1 of the RSA is hereby deleted in its entirety and replaced with the following: ““**Outside Date**” means August 31, 2017.”

(b) Clause (a)(ii) of Section 7 of the RSA is hereby deleted in its entirety and replaced with the following: “the Petition Date shall not have occurred on or before June 20, 2017;”

2. **Effectiveness.** This Amendment shall become effective and binding when counterpart signature pages to this Amendment have been executed and delivered by the Parties constituting Required Consenting Creditors under the RSA.
3. **Miscellaneous.** Except as expressly set forth herein, the RSA is and shall remain unchanged and in full force and effect, and nothing contained in this Amendment shall, by implication or otherwise, limit, impair, constitute a waiver of, or otherwise affect the rights of the A.M. Castle Parties or the Consenting Creditors, or shall alter, modify, amend or in any way affect any of the terms, conditions, obligations, covenants, or agreements contained in the RSA.
4. **Survival.** This Amendment shall be binding upon and inure to the benefit of and be enforceable by the successors and permitted assigns of the parties hereto.
5. **Governing Law.** This Amendment shall be governed by and construed in accordance with the law of the State of New York.
6. **Counterparts.** This Amendment may be executed by one or more of the parties on any number of separate counterparts (including by electronic transmission of signature pages hereto), and all of such counterparts taken together shall be deemed an original and to constitute one and the same instrument.

**IN WITNESS WHEREOF**, the Parties hereto have caused this Amendment to be executed and delivered by their respective duly authorized officers, solely in their respective capacity as officers of the undersigned and not in any other capacity, as of the date first set forth above.

*[Signature Pages Follow]*

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be duly executed and delivered on the date first written above.

**A. M. CASTLE & CO.**

By: /s/ Patrick R. Anderson  
Name: Patrick R. Anderson  
Title: Executive Vice President, Chief Financial Officer & Treasurer

**HY-ALLOY STEELS COMPANY**

By: /s/ Patrick R. Anderson  
Name: Patrick R. Anderson  
Title: Treasurer

**KEYSTONE SERVICE, INC.**

By: /s/ Patrick R. Anderson  
Name: Patrick R. Anderson  
Title: Treasurer

**KEYSTONE TUBE COMPANY, LLC**

By: /s/ Patrick R. Anderson  
Name: Patrick R. Anderson  
Title: Treasurer

**TOTAL PLASTICS, INC.**

By: /s/ Patrick R. Anderson  
Name: Patrick R. Anderson  
Title: Vice President & Treasurer



CONSENTING CREDITORS:

\_\_\_\_\_  
\_\_\_\_\_  
**(on behalf of itself and certain funds)**

A.M. Castle Claims/Interests under the First Lien Credit Agreement:

\$ \_\_\_\_\_

A.M. Castle Claims/Interests under the Second Lien Indenture:

\$ \_\_\_\_\_

A.M. Castle Claims/Interests under the Third Lien Indenture:

\$ \_\_\_\_\_

Other A.M. Castle Claims/Interests (if any):

\$ \_\_\_\_\_



# A.M. CASTLE & CO.

1420 Kensington Road  
Suite 220  
Oak Brook, IL 60523  
P: (847) 455-7111  
F: (847) 241-8171

## For Further Information:

### -At ALPHA IR-

Analyst Contact

Chris Hodges or Chris Donovan

(312) 445-2870

Email: CASL@alpha-ir.com

Traded: OTCQB (CASL)

## FOR IMMEDIATE RELEASE

June 9, 2017

### **A.M. CASTLE & CO. ANNOUNCES OVERWHELMING CREDITOR SUPPORT FOR PREPACKAGED FINANCIAL RESTRUCTURING; SETS DEADLINES RELATING TO SAME**

*Having Achieved the Support of the Majority of its Secured Creditors, Company Intends to File Prepackaged Plan of Reorganization Shortly*

**OAK BROOK, IL, June 9, 2017 - A. M. Castle & Co. (OTCQB: CASL)** (the “Company” or “Castle”), a global distributor of specialty metal and supply chain solutions, today announced it has achieved the support of an overwhelming majority of its secured creditors by aggregate number and dollar value for its Prepackaged Joint Chapter 11 Plan of Reorganization (the “Plan”). The Company also announced that certain creditors have agreed to extend, under the terms of the previously announced Restructuring Support Agreement (“RSA”), the date for filing of the Company’s Plan with the bankruptcy court in Delaware by five days, to June 20, 2017, and set the deadline to complete the Company’s restructuring to August 31, 2017.

President and CEO Steve Scheinkman said, “The results of the vote demonstrate extraordinary support of our Plan by our secured creditors. We intend to file our Plan with the court in Delaware shortly and anticipate that it will be approved later this summer, hopefully within 45 to 60 days of the date of filing.”

The voting results show that, by dollar value, 100 percent of the votes cast by holders of both the Prepetition First Lien Secured Claims and the Prepetition Second Lien Secured Claims, as well as 79.24 percent of the votes cast by holders of the Prepetition Third Lien Secured Claims, approved the Plan (all capitalized terms as defined in the Plan). In the aggregate, 98.32 percent of the voting secured creditors by dollar value voted in favor of the Plan. Additionally, a majority of voting holders in number in each class approved the Plan, with an aggregate of 88.68 percent of voting holders in number approving the Plan.

Scheinkman concluded, “We are extremely pleased with the outcome of the vote on our Plan, and proud that we continue to deliver on the timeline we outlined when we announced this restructuring on April 7. This vote, together with the recently announced commitments for debtor-in-possession and exit financing with PNC Bank, now positions us to file our Plan with the court in Delaware and emerge on the timeline we originally projected. The entire Castle team is energized, focused on growing our business, and anxious to complete our restructuring this summer, putting the Company back on track to assume its place as an industry leader.”

### **About A. M. Castle & Co.**

Founded in 1890, A. M. Castle & Co. is a global distributor of specialty metal and supply chain services, principally serving the producer durable equipment, commercial aircraft, heavy equipment, industrial goods, construction equipment, and retail sectors of the global economy. Its customer base includes many Fortune 500 companies as well as thousands of medium and smaller-sized firms spread across a variety of industries. It specializes in the distribution of alloy and stainless steels; nickel alloys; aluminum and carbon. Together, Castle and its affiliated companies operate out of 21 metals service centers located throughout North America, Europe and Asia. Its common stock is traded on the OTCQB® Venture Market under the ticker symbol "CASL".

**Cautionary Statement on Risks Associated with Forward-Looking Statements**

Information provided and statements contained in this release that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (“Securities Act”), Section 21E of the Securities Exchange Act of 1934, as amended (“Exchange Act”), and the Private Securities Litigation Reform Act of 1995. Such forward-looking statements only speak as of the date of this release and the Company assumes no obligation to update the information included in this release. Such forward-looking statements include information concerning our possible or assumed future results of operations, including descriptions of our business strategy, and the cost savings and other benefits that we expect to achieve from our restructuring. These statements often include words such as “believe,” “expect,” “anticipate,” “intend,” “predict,” “plan,” “should,” or similar expressions. These statements are not guarantees of performance or results, and they involve risks, uncertainties, and assumptions. Although we believe that these forward-looking statements are based on reasonable assumptions, there are many factors that could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements. These factors include or relate to: our ability to timely conclude definitive documentation for, and to satisfy all conditions to the consummation of, new money commitment from our creditors, any required debtor-in-possession financing or exit financing, or other agreements called for by our plan of reorganization, as the case may be; our ability to obtain sufficient acceptances in connection with our solicitation of debt holder support; our ability to obtain the bankruptcy court’s approval with respect to motions or other requests made in our anticipated chapter 11 cases, including any required approvals of our assumption of the new money commitment or any required debtor-in-possession financing or exit financing; our ability to maintain strategic control as debtor-in-possession; the availability of the Bankruptcy Court for hearings on our motions, which may affect the timing of any required approvals and our emergence from our anticipated chapter 11 case; our ability to confirm and consummate a chapter 11 plan of reorganization in our anticipated chapter 11 case; the effects of the filing of our anticipated chapter 11 case on our business and the interests of various constituents; the bankruptcy court’s rulings in our anticipated chapter 11 case, as well the outcome of any such case in general; the length of time that we may operate under chapter 11 protection and the continued availability of operating capital during the pendency of our anticipated chapter 11 case; risks associated with third party motions or objections in our anticipated chapter 11 case, which may interfere with our ability to confirm and consummate a chapter 11 plan of reorganization; the potential adverse effects of our anticipated chapter 11 case on our liquidity or results of operations; our ability to execute the Company’s business and financial reorganization plan; and increased advisory costs to execute our restructuring. Other factors include our ability to effectively manage our operational initiatives and restructuring activities, the impact of volatility of metals prices, the cyclical and seasonal aspects of our business, our ability to effectively manage inventory levels, our ability to successfully complete the remaining steps in our strategic refinancing process, and the impact of our substantial level of indebtedness, as well as including those risk factors identified in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 and our Quarterly Report on Form 10-Q for the first quarter ended March 31, 2017. All future written and oral forward-looking statements by us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to above. Except as required by the federal securities laws, we do not have any obligations or intention to release publicly any revisions to any forward-looking statements to reflect events or circumstances in the future, to reflect the occurrence of unanticipated events or for any other reason.