

UMPQUA HOLDINGS CORP
 Form 4
 April 20, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
BOYER ELLEN RM

(Last) (First) (Middle)
 ONE SW COLUMBIA STREET,
 SUITE 1200
 (Street)

PORTLAND, OR 97258

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 UMPQUA HOLDINGS CORP
 [UMPQ]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/16/2015

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

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

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 (D) Price		
Common Stock	04/16/2015		A		2,264 (1)	A	\$ 0 18,287 D

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.

SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 12.16			Code V (A) (D)		Date Exercisable: 04/29/2014 ⁽²⁾ Expiration Date: 04/28/2023	Common Stock	4,69

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BOYER ELLEN RM
ONE SW COLUMBIA STREET, SUITE 1200 X
PORTLAND, OR 97258

Signatures

By: Andrew H. Ognall, Attorney-in-Fact For: Ellen RM Boyer

04/17/2015

__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).

- (1) RSA granted 4/16/15 to directors on the Issuer's board of directors. The grant vests 100% on the day before the 2016 Annual Meeting.
- (2) Option granted 4/29/2013. Beginning on the first anniversary of the grant date, the option vest 25% per year over four years.

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. " face="Times New Roman" style="font-size:10.0pt;">10

Item 8 Identification and Classification of Members of the Group:

10

Item 9 Notice of Dissolution of Group:

10

Item 10 Certification:

Reporting Owners

2

SIGNATURE

INDEX TO EXHIBITS

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CUSIP No. 848574109

13G

- | | | |
|--|---|---------------------------------------|
| (1) | Name of Reporting Person
Onex Corporation | |
| (2) | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input checked="" type="checkbox"/> x | |
| | (b) <input type="checkbox"/> o | |
| (3) | SEC Use Only | |
| (4) | Citizenship or Place of Organization
Ontario, Canada | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: | (5) | Sole Voting Power
0 shares. |
| | (6) | Shared Voting Power
0 shares. |
| | (7) | Sole Dispositive Power
0 shares. |
| | (8) | Shared Dispositive Power
0 shares. |
| (9) | Aggregate Amount Beneficially Owned by Each Reporting Person
0 shares. | |
| (10) | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="checkbox"/> o |
| (11) | Percent of Class Represented by Amount in Row (9)
0.00% | |
| (12) | Type of Reporting Person (See Instructions)
CO | |

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- | | | |
|--|---|---------------------------------------|
| (1) | Name of Reporting Person
Onex Partners LP | |
| (2) | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input checked="" type="checkbox"/> x | |
| | (b) <input type="checkbox"/> o | |
| (3) | SEC Use Only | |
| (4) | Citizenship or Place of Organization
Delaware | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: | (5) | Sole Voting Power
0 shares. |
| | (6) | Shared Voting Power
0 shares. |
| | (7) | Sole Dispositive Power
0 shares. |
| | (8) | Shared Dispositive Power
0 shares. |
| (9) | Aggregate Amount Beneficially Owned by Each Reporting Person
0 shares. | |
| (10) | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="checkbox"/> o |
| (11) | Percent of Class Represented by Amount in Row (9)
0.00% | |
| (12) | Type of Reporting Person (See Instructions)
PN | |

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- | | | |
|--|---|---------------------------------------|
| (1) | Name of Reporting Person
OAH Wind LLC | |
| (2) | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input checked="" type="checkbox"/> x | |
| | (b) <input type="checkbox"/> o | |
| (3) | SEC Use Only | |
| (4) | Citizenship or Place of Organization
Delaware | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: | (5) | Sole Voting Power
0 shares. |
| | (6) | Shared Voting Power
0 shares. |
| | (7) | Sole Dispositive Power
0 shares. |
| | (8) | Shared Dispositive Power
0 shares. |
| (9) | Aggregate Amount Beneficially Owned by Each Reporting Person
0 shares. | |
| (10) | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="checkbox"/> o |
| (11) | Percent of Class Represented by Amount in Row (9)
0.00% | |
| (12) | Type of Reporting Person (See Instructions)
OO | |

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- | | | |
|--|---|---------------------------------------|
| (1) | Name of Reporting Person
Onex US Principals LP | |
| (2) | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input checked="" type="checkbox"/> x | |
| | (b) <input type="checkbox"/> o | |
| (3) | SEC Use Only | |
| (4) | Citizenship or Place of Organization
Delaware | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: | (5) | Sole Voting Power
0 shares. |
| | (6) | Shared Voting Power
0 shares. |
| | (7) | Sole Dispositive Power
0 shares. |
| | (8) | Shared Dispositive Power
0 shares. |
| (9) | Aggregate Amount Beneficially Owned by Each Reporting Person
0 shares. | |
| (10) | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="checkbox"/> o |
| (11) | Percent of Class Represented by Amount in Row (9)
0.00% | |
| (12) | Type of Reporting Person (See Instructions)
PN | |

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- | | | |
|--|---|---------------------------------------|
| (1) | Name of Reporting Person
Gerald W. Schwartz | |
| (2) | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input checked="" type="checkbox"/> x | |
| | (b) <input type="checkbox"/> o | |
| (3) | SEC Use Only | |
| (4) | Citizenship or Place of Organization
Canada | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: | (5) | Sole Voting Power
0 shares. |
| | (6) | Shared Voting Power
0 shares. |
| | (7) | Sole Dispositive Power
0 shares. |
| | (8) | Shared Dispositive Power
0 shares. |
| (9) | Aggregate Amount Beneficially Owned by Each Reporting Person
0 shares. | |
| (10) | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="checkbox"/> o |
| (11) | Percent of Class Represented by Amount in Row (9)
0.00% | |
| (12) | Type of Reporting Person (See Instructions)
IN | |

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Item 1(a) Name of Issuer:

Spirit AeroSystems Holdings, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

3901 South Oliver

Wichita, Kansas 67210

Item 2(a) Name of Persons Filing:

Onex Corporation

Onex Partners LP

OAH Wind LLC

Onex US Principals LP

Gerald W. Schwartz

Onex Corporation, Onex Partners LP, OAH Wind LLC, Onex US Principals LP and Mr. Schwartz (the Group) are filing the statement jointly, pursuant to the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended. See Exhibit 1 for their Joint Filing Agreement. On November 5, 2014, Wind EI II LLC, a Delaware limited liability company merged with and into Wind Executive Investco LLC, a Delaware limited liability company, with Wind Executive Investco LLC surviving, by filing a Certificate of Merger with the Secretary of State of Delaware. As a result of the merger, Wind EI II LLC ceased to exist as a Delaware corporate entity and thus it is no longer a member of the Group. On December 3, 2014, Onex Spirit Co-Invest LP, a Delaware limited partnership was dissolved, by the filing of a Certificate of Cancellation with the Secretary of State of Delaware. As a result of the dissolution, Onex Spirit Co-Invest LP ceased to exist as a Delaware partnership and thus it is no longer a member of the Group.

Item 2(b) Address of Principal Business Office or, if none, Residence:

Explanation of Responses:

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The address for the principal business office of each of Onex Corporation and Gerald W. Schwartz is:

161 Bay Street P.O. Box 700

Toronto, Ontario, Canada M5J 2S1

The address for the principal business office of Onex Partners LP is:

c/o Onex Investment Corporation

712 Fifth Avenue

New York, New York 10019

The address for the principal business office of each of OAH Wind LLC and Onex US Principals LP is:

421 Leader Street

Marion, Ohio 43302

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Item 2(c) Citizenship:

Onex Partners LP and Onex US Principals LP are Delaware limited partnerships. OAH Wind LLC is a Delaware limited liability company. Onex Corporation is an Ontario, Canada corporation. Gerald W. Schwartz is a citizen of Canada.

Item 2(d) Title of Class of Securities:

Class A Common Stock, par value \$0.01 per share.

Item 2(e) CUSIP No.:

848574109

Item 3 **If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

(k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K)

Item 4 **Ownership:**

(a) Amount beneficially owned:

Onex Corporation	0
Onex Partners LP	0
OAH Wind LLC	0
Onex US Principals LP	0
Gerald W. Schwartz	0

Explanation of Responses:

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(b) Percent of class:

Onex Corporation	0.00%
Onex Partners LP	0.00%
OAH Wind LLC	0.00%
Onex US Principals LP	0.00%
Gerald W. Schwartz	0.00%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Onex Corporation	0
Onex Partners LP	0
OAH Wind LLC	0
Onex US Principals LP	0
Gerald W. Schwartz	0

(ii) Shared power to vote or to direct the vote:

Onex Corporation	0
Onex Partners LP	0
OAH Wind LLC	0
Onex US Principals LP	0
Gerald W. Schwartz	0

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(iii) Sole power to dispose or to direct the disposition of:

Onex Corporation	0
Onex Partners LP	0
OAH Wind LLC	0
Onex US Principals LP	0
Gerald W. Schwartz	0

(iv) Shared power to dispose or to direct the disposition of:

Onex Corporation	0
Onex Partners LP	0
OAH Wind LLC	0
Onex US Principals LP	0
Gerald W. Schwartz	0

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof, the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following x

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

Not applicable.

Explanation of Responses:

Item 8 Identification and Classification of Members of the Group:

Not applicable.

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2015

ONEX CORPORATION

By: /s/ Donald W. Lewtas
Name: Donald W. Lewtas
Title: Chief Financial Officer

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Vice President, General Counsel and Secretary

ONEX PARTNERS LP

By: Onex Partners GP LP, its General Partner
By: Onex Partners Manager LP, its Agent
By: Onex Partners Manager GP ULC, its General Partner

By: /s/ Robert M. Le Blanc
Name: Robert M. Le Blanc
Title: Senior Managing Director

By: /s/ Joshua Hausman
Name: Joshua Hausman
Title: Managing Director

OAH WIND LLC

By: /s/ Robert M. Le Blanc
Name: Robert M. Le Blanc
Title: Director

By: /s/ Joshua Hausman
Name: Joshua Hausman
Title: Director

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ONEX US PRINCIPALS LP

By: Onex American Holdings GP LLC, its General Partner

By: /s/ Robert M. Le Blanc
Name: Robert M. Le Blanc
Title: Director

GERALD W. SCHWARTZ

By: /s/ Donald W. Lewtas
Name: Donald W. Lewtas
Title: Power of Attorney

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INDEX TO EXHIBITS

Exhibit

1. Joint Filing Agreement incorporated by reference to the Schedule 13G filed with the Securities and Exchange Commission by Onex Corporation, Gerald W. Schwartz, Onex Partners LP, OAH Wind LLC, Onex Spirit Co-Invest LP, Wind EI II LLC and Onex US Principals LP on February 14, 2007.

2. Power of Attorney incorporated by reference to the Amendment to Form 4 to Dura Automotive Systems, Inc. filed with the United States Securities and Exchange Commission by Gerald W. Schwartz on September 10, 1996.