

WABASH NATIONAL CORP /DE
Form 3
September 28, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
WABASH NATIONAL
CORP /DE

(Last) (First) (Middle)

1000 SAGAMORE PARKWAY
SOUTH

(Street)

LAFAYETTE, IN 47905

(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)
09/27/2017

3. Issuer Name and Ticker or Trading Symbol
SUPREME INDUSTRIES INC [STS]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Class A Common Stock, par value \$0.10 | 15,595,348 | I | See footnote ⁽¹⁾ |
| Class B Common Stock, par value \$0.10 | 0 ⁽²⁾ | I | See footnote ⁽¹⁾ |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

| Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|------------|----------------------------|------------------------------|---|
| | | Title | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WABASH NATIONAL CORP /DE 1000 SAGAMORE PARKWAY SOUTH LAFAYETTE, LA IN 70005 | ^ | ^ X | ^ | ^ |

Signatures

Richard J. Giromini, Chief Executive Officer of Wabash National Corporation

09/28/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

The Reporting Person is filing this Form 3 on behalf of itself and Redhawk Acquisition Corporation ("Redhawk"), a Delaware corporation and wholly owned subsidiary of the Reporting Person. The shares of common stock to which this Form 3 relates were acquired by Redhawk on September 27, 2017 (the "Acceptance Time") following the expiration of the offering period for the tender offer

(1) for all outstanding shares of Class A common stock and Class B common stock (together, the "Shares") (the "Offer"), and include Shares tendered pursuant to notices of guaranteed delivery. The Offer was made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated August 8, 2017, which was annexed to and filed with the Schedule TO filed by the Reporting Person with the Securities and Exchange Commission on August 8, 2017.

- (2) Supreme's Class B common stock is convertible into Class A common stock on a one-for-one basis upon the disposition by a holder of Class B Shares. If, at any time, there are less than 300,000 shares of Class B common stock outstanding, all remaining shares shall be deemed automatically converted into the same number of shares of Class A common stock. In connection with the Offer, all shares of Class B common stock shall be automatically converted into the same number of shares of Class A common stock.

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.