

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>Deckard Jenniffer D.</b>  (Last) (First) (Middle)  <b>8834 MAYFIELD ROAD</b> (Street)  <b>CHESTERLAND, OH 44026</b> (City) (State) (Zip)	<b>FAIRMOUNT SANTROL HOLDINGS INC. [ FMSA ]</b>  <b>3/1/2018</b>  4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President and CEO</b>  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	3/1/2018		A		187300 <u>(1)</u>	D	\$0.00	265827	D	
Common Stock	6/1/2018		D <u>(2)</u>		21366	D	\$0.00 <u>(2)</u>	244461	D	
Common Stock	6/1/2018		D <u>(3)</u>		244461	D	\$0.00 <u>(3)</u>	0	D	
Common Stock	6/1/2018		D <u>(4)</u>		57000	D	\$0.00 <u>(4)</u>	0	D	
Common Stock	6/1/2018		D <u>(5)</u>		40432	D	\$0.00 <u>(5)</u>	0	D	
Common Stock	6/1/2018		D <u>(2)</u>		2098268	D	\$0.00 <u>(2)</u>	0	I	As trustee of Jenniffer D. Deckard Family Trust U/A/D dated February 28, 2010
Common Stock	6/1/2018		D <u>(2)</u>		857888	D	\$0.00 <u>(2)</u>	0	I	As trustee of the Abbey Jo Deckard Trust
Common Stock	6/1/2018		D <u>(2)</u>		857888	D	\$0.00 <u>(2)</u>	0	I	As trustee of the Connor John Deckard Trust
Common Stock	6/1/2018		D <u>(2)</u>		102000	D	\$0.00 <u>(2)</u>	0	I	As trustee of Daryl K. Deckard Irrevocable Trust dated August 29, 2014
Common Stock	6/1/2018		D <u>(2)</u>		353600	D	\$0.00 <u>(2)</u>	0	I	As spouse to the trustee of Jenniffer D. Deckard Irrevocable Trust dated December 27, 2012
Common Stock	6/1/2018		D <u>(2)</u>		386543	D	\$0.00 <u>(2)</u>	0	I	By 401(k) Plan
Common Stock	6/1/2018		D <u>(2)</u>		1666	D	\$0.00 <u>(2)</u>	5640	I	By Spouse
Common Stock	6/1/2018		D <u>(3)</u>		5640	D	\$0.00 <u>(3)</u>	0	I	By Spouse

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$1.43	6/1/2018		D		333812		(6)	10/1/2019	Common Stock	333812	(7)	0	D	
Employee Stock Option (Right to Buy)	\$3.57	6/1/2018		D		102000		(8)	12/7/2020	Common Stock	102000	(7)	0	D	
Employee Stock Option (Right to Buy)	\$10.46	6/1/2018		D		85000		(9)	12/10/2023	Common Stock	85000	(7)	0	D	
Employee Stock Option (Right to Buy)	\$16.00	6/1/2018		D		35700		(10)	10/2/2024	Common Stock	35700	(7)	0	D	
Employee Stock Option (Right to Buy)	\$8.83	6/1/2018		D		44000		(11)	5/15/2025	Common Stock	44000	(7)	0	D	
Employee Stock Option (Right to Buy)	\$2.04	6/1/2018		D		118000		(12)	3/1/2026	Common Stock	118000	(7)	0	D	
Employee Stock Option (Right to Buy)	\$10.03	6/1/2018		D		50700		(13)	3/1/2027	Common Stock	50700	(7)	0	D	

**Explanation of Responses:**

- (1) The reporting person was granted 187,300 restricted stock units. The restricted stock units vest in 1/4 increments commencing one year after the date of grant.
- (2) Reflects disposition in connection with the consummation of the transactions contemplated by the Agreement and Plan of Merger, dated as of December 11, 2017 (the "Merger Agreement"), among the Issuer, SCR-Sibelco NV, Unimin Corporation, nka Covia Holdings Corporation ("Covia"), Bison Merger Sub, Inc. ("Merger Sub") and Bison Merger Sub I, LLC ("Merger Sub LLC"), pursuant to which Merger Sub merged with and into the Issuer with the Issuer as the surviving corporation and for the subsequent merger of Issuer with and into Merger Sub LLC with Merger Sub LLC as the surviving corporation and a wholly owned subsidiary of Covia. In the Merger, each share of Issuer Common Stock, par value \$0.01 per share, was exchanged for (i) cash consideration equal to \$0.73 per fully diluted share (the "Cash Consideration") and (ii) 0.20 shares (the "Exchange Ratio") of voting common stock, par value \$1.00 per share, of Covia ("Covia Common Stock").
- (3) In accordance with the terms of the Merger Agreement, each restricted stock unit award of the Issuer outstanding immediately prior to the effective time of the Merger (whether vested or unvested) was converted into (i) cash in an amount equal to the Cash Consideration multiplied by the number of shares of Issuer Common Stock subject to such Issuer restricted stock award and (ii) a restricted share unit award of Covia with respect to the aggregate number of shares of Covia Common Stock equal to the product of the number of shares of Issuer Common Stock subject to such Issuer restricted stock unit award, multiplied by the Exchange Ratio, rounded up or down the nearest whole unit.
- (4) In accordance with the terms of the Merger Agreement, this performance restricted share unit award ("PSU Award") was converted into (A) a restricted share unit award of Covia with respect to the aggregate number of shares of Covia Common Stock equal to the product of (i) Issuer PSU Awards granted in 2016 ("2016 PSU Award") assuming achievement of 100% of target performance and (ii) the Exchange Ratio, rounded up or down to the nearest whole unit and (B) cash in an amount equal to the Cash Consideration multiplied by the number of shares of Issuer Common Stock subject to 2016 PSU Awards assuming achievement of 100% of target performance.
- (5) In accordance with the terms of the Merger Agreement, this PSU Award was converted into (A) a restricted share unit award of Covia with respect to the aggregate number of shares of Covia Common Stock equal to the product of (i) the Issuer PSU Awards granted in 2017 ("2017 PSU Award") assuming achievement of 133% of target performance, and (ii) the Exchange Ratio, rounded up or down to the nearest whole unit and (B) cash in an amount equal to the Cash Consideration multiplied by the number of shares of Issuer Common Stock subject to 2017 PSU Awards assuming achievement of 133% of target performance.
- (6) The option was converted into an option to purchase shares of Covia Common Stock equal to the product of the aggregate number of shares of the Issuer Common Stock for which the Issuer stock option was exercisable, multiplied by the Exchange Ratio, rounded down to the nearest whole share, at an exercise price of \$7.15. This option was fully vested and exercisable at the time of the Merger.
- (7) Under the terms of the Merger Agreement, each Issuer stock option outstanding immediately prior to the effective time of the Merger (whether vested or unvested) was converted into an option to purchase shares of Covia Common Stock equal to the product of the aggregate number of shares of the Issuer Common Stock for which the Issuer stock option was exercisable, multiplied by the Exchange Ratio, rounded down to the nearest whole share, with an exercise price equal to the exercise price of the Issuer stock option immediately prior to the closing of the Merger, divided by the Exchange Ratio, rounded up to the nearest cent. Holders of an In-the-Money Option (as defined in the Merger Agreement) that is outstanding immediately prior to the effective time of the Merger received a cash payment equal to the Cash Consideration, multiplied by the aggregate number of such the holder's Cash Consideration Fully Diluted Stock Option Shares (as defined in the Merger Agreement) less taxes.
- (8) The option was converted into an option to purchase shares of Covia Common Stock equal to the product of the aggregate number of shares of the Issuer Common Stock for which the Issuer stock option was exercisable, multiplied by the Exchange Ratio, rounded down to the nearest whole share, at an exercise price of \$17.85. This option was fully vested and exercisable at the time of the Merger.
- (9) The option was converted into an option to purchase shares of Covia Common Stock equal to the product of the aggregate number of shares of the Issuer Common Stock for which the Issuer stock option was exercisable, multiplied by the Exchange Ratio, rounded down to the nearest whole share, at an

exercise price of \$52.30. One-fifth of this option was vested at the time of the Merger. The remaining four-fifths of the option will vest on December 10, 2020.

- (10) The option was converted into an option to purchase shares of Covia Common Stock equal to the product of the aggregate number of shares of the Issuer Common Stock for which the Issuer stock option was exercisable, multiplied by the Exchange Ratio, rounded down to the nearest whole share, at an exercise price of \$80.00. One-third of this option was vested at the time of the Merger. The remaining two-thirds of the option will vest on December 31, 2018.
- (11) This option, which would have vested on December 31, 2019, was converted into an option to purchase shares of Covia Common Stock equal to the product of the aggregate number of shares of the Issuer Common Stock for which the Issuer stock option was exercisable, multiplied by the Exchange Ratio, rounded down to the nearest whole share, with an exercise price of \$44.15.
- (12) The option was converted into an option to purchase shares of Covia Common Stock equal to the product of the aggregate number of shares of the Issuer Common Stock for which the Issuer stock option was exercisable, multiplied by the Exchange Ratio, rounded down to the nearest whole share, at an exercise price of \$10.20. Two-thirds of this option was vested at the time of the Merger. The remaining one-third of the option will vest on March 1, 2019.
- (13) The option was converted into an option to purchase shares of Covia Common Stock equal to the product of the aggregate number of shares of the Issuer Common Stock for which the Issuer stock option was exercisable, multiplied by the Exchange Ratio, rounded down to the nearest whole share, at an exercise price of \$50.15. One-third of this option was vested at the time of the Merger. The remaining two-thirds of the option will vest on March 1, 2019 and March 1, 2020 in equal increments.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Deckard Jenniffer D. 8834 MAYFIELD ROAD CHESTERLAND, OH 44026</b>	<b>X</b>		<b>President and CEO</b>	

#### Signatures

/s/ **Jenniffer D. Deckard, by David J. Crandall, her attorney-in-fact pursuant to Power of Attorney dated September 25, 2014, on file with the Commission**

**6/5/2018**

\*\*Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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