

CASTLE A M & CO  
Form SC 13D/A  
August 12, 2015

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)\***

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

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**148411101**

**(CUSIP Number)**

**Stone House Capital Management, LLC**

**Attn: Mark Cohen**

**950 Third Avenue, 17<sup>th</sup> Floor**

**New York, NY 10022**

**(212) 543-1500**

**with a copy to:**

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**Taylor H. Wilson, Esq.**

**Haynes and Boone, LLP**

**2323 Victory Avenue, Suite 700**

**Dallas, Texas 75219**

**(214) 651-5000**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**August 11, 2015**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended ( *Act* ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 148411101

1. Names of Reporting Persons

**Stone House Capital Management, LLC**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

**AF**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

**Delaware**

7. Sole Voting Power

Number of

Shares

**0**

Beneficially

8. Shared Voting Power

Owned by

Each

**3,350,000**

9. Sole Dispositive Power

Reporting

Person

**0**

With

10. Shared Dispositive Power

**3,350,000**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**3,350,000**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11)

**14.1% (1)**

14. Type of Reporting Person (See Instructions)

**OO, IA**

(1) Based on 23,777,280 shares of Common Stock of the Issuer outstanding as of July 31, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 that was filed by the Issuer with the Securities and Exchange Commission on August 6, 2015.

CUSIP No. 148411101

1. Names of Reporting Persons

**SH Capital Partners, L.P.**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

**WC**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

**Delaware**

7. Sole Voting Power

Number of

Shares

**3,350,000**

Beneficially

8. Shared Voting Power

Owned by

Each

**0**

9. Sole Dispositive Power

Reporting

Person

**3,350,000**

With

10. Shared Dispositive Power

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**3,350,000**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11)

**14.1% (1)**

14. Type of Reporting Person (See Instructions)

**PN**

(1) Based on 23,777,280 shares of Common Stock of the Issuer outstanding as of July 31, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 that was filed by the Issuer with the Securities and Exchange Commission on August 6, 2015.

CUSIP No. 148411101

1. Names of Reporting Persons

**Mark Cohen**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

**AF**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

**United States**

7. Sole Voting Power

Number of

Shares

**0**

Beneficially

8. Shared Voting Power

Owned by

Each

**3,350,000**

9. Sole Dispositive Power

Reporting

Person

**0**

With

10. Shared Dispositive Power

**3,350,000**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**3,350,000**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11)

**14.1% (1)**

14. Type of Reporting Person (See Instructions)

**IN, HC**

(1) Based on 23,777,280 shares of Common Stock of the Issuer outstanding as of July 31, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 that was filed by the Issuer with the Securities and Exchange Commission on August 6, 2015.



This Amendment No. 2 to Schedule 13D is jointly filed by and on behalf of each of the Reporting Persons to amend the Schedule 13D relating to shares of common stock (the *Common Stock*) of A.M. Castle & Co., a Maryland corporation (the *Issuer*) previously filed by the Reporting Persons with the Securities and Exchange Commission (as amended, the *Schedule 13D*). Each capitalized term used and not defined herein shall have the meaning assigned to such term in the Schedule 13D. Except as otherwise provided herein, each Item of the Schedule 13D remains unchanged.

**Item 3. Source and Amount of Funds or other Consideration**

Item 3 of the Schedule 13D is hereby supplemented as follows:

In various open market purchases between August 10, 2015 and August 12, 2015, Partners expended an aggregate of approximately \$1,232,861.58 (including commissions) to acquire an additional 350,400 shares of Common Stock of the Issuer. Funds used to acquire these additional shares of Common Stock of the Issuer have come from general working capital of Partners.

**Item 5. Interest in Securities of the Issuer**

Item 5 is hereby amended and restated in its entirety as follows:

(a) The aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned by each Reporting Person is stated in Items 11 and 13 on the cover page(s) hereto.

Each Reporting Person declares that neither the filing of this Schedule 13D nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this Schedule 13D.

Each Reporting Person may be deemed to be a member of a group with respect to the Issuer or securities of the Issuer for the purposes of Section 13(d) or 13(g) of the Act. Each Reporting Person declares that neither the filing of this Schedule 13D nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, (i) acting (or has agreed or is agreeing to act) with any other person as a partnership, limited partnership, syndicate or other group for the purpose of acquiring, holding or disposing of securities of the Issuer or otherwise with respect to the Issuer or any securities of the Issuer or (ii) a member of any syndicate or group with respect to the Issuer or any securities of the Issuer.

(b) Number of shares as to which each Reporting Person has:

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

See Item 7 on the cover page(s) hereto.

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

See Item 8 on the cover page(s) hereto.

(iii) sole power to dispose or to direct the disposition of:  
See Item 9 on the cover page(s) hereto.

(iv) shared power to dispose or to direct the disposition of:  
See Item 10 on the cover page(s) hereto.

Partners is the record and direct beneficial owners of the securities covered by this Schedule 13D. Partners has the power to vote or to direct the vote of (and the power to dispose or direct the disposition of) the shares of Common Stock of the Issuer owned by it (collectively, the ***Partners Shares*** ).

As general partner of Partners, Stone House may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Partners Shares. Stone House does not own any shares of Common Stock of the Issuer directly and disclaims beneficial ownership of the Partners Shares.

As the managing member of Stone House, Mr. Cohen may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) any shares of Common Stock of the Issuer beneficially owned by Stone House. Mr. Cohen does not own any shares of Common Stock of the Issuer directly, and Mr. Cohen disclaims beneficial ownership of any shares of Common Stock of the Issuer beneficially owned by Stone House.

As of the time of filing, no Reporting Person owns any shares of Common Stock of the Issuer other than as set forth in this Item 5.

(c) Transactions in the class of securities reported on that were effected during the past sixty days or since the most recent filing of Schedule 13D, whichever is less, by the Reporting Persons are described below:

<b>Transaction Date</b>	<b>Effecting Person(s)</b>	<b>Shares Acquired</b>	<b>Shares Disposed</b>	<b>Price Per Share</b>	<b>Description of Transaction</b>
08/10/2015	SH Capital Partners, L.P.	125,400		\$ 3.60	Open Market Purchase
08/11/2015	SH Capital Partners, L.P.	125,000		\$ 3.44	Open Market Purchase
08/12/2015	SH Capital Partners, L.P.	100,000		\$ 3.52	Open Market Purchase

(d) Not applicable.

(e) Not applicable.

**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.

Date: August 12, 2015

**STONE HOUSE CAPITAL MANAGEMENT, LLC**

By: /s/ Mark Cohen  
Name: Mark Cohen  
Title: Managing Member

**SH CAPITAL PARTNERS, L.P.**

By: Stone House Capital Management, LLC  
Its: General Partner

By: /s/ Mark Cohen  
Name: Mark Cohen  
Title: Managing Member

**MARK COHEN**

/s/ Mark Cohen