

Summit Materials, Inc.  
Form 3  
March 12, 2015

**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)

<p>1. Name and Address of Reporting Person *</p> <p>Blackstone Capital Partners (Cayman) V-NQ L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE</p> <p>(Street)</p> <p>NEW YORK, NY</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/12/2015</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Summit Materials, Inc. [SUM]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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 B Common Stock	69,007,297	I	See Footnotes <u>(1)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u>

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)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
LP Units of Summit Materials Holdings L.P.	Â (2)	Â (2)	Common Stock	44,511,949	\$ (2)	I	See Footnotes (3) (9) (10) (11) (12) (13)
LP Units of Summit Materials Holdings L.P.	Â (2)	Â (2)	Common Stock	9,383,487	\$ (2)	I	See Footnotes (4) (9) (10) (11) (12) (13)
LP Units of Summit Materials Holdings L.P.	Â (2)	Â (2)	Common Stock	846,593	\$ (2)	I	See Footnotes (5) (9) (10) (11) (12) (13)
LP Units of Summit Materials Holdings L.P.	Â (2)	Â (2)	Common Stock	71,733	\$ (2)	I	See Footnotes (6) (9) (10) (11) (12) (13)
LP Units of Summit Materials Holdings L.P.	Â (2)	Â (2)	Common Stock	41,685	\$ (2)	I	See Footnotes (7) (9) (10) (11) (12) (13)
LP Units of Summit Materials Holdings L.P.	Â (2)	Â (2)	Common Stock	11,940	\$ (2)	I	See Footnotes (8) (9) (10) (11) (12) (13)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone Capital Partners (Cayman) V-NQ L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY	Â	Â X	Â	Â
Blackstone Capital Partners (Cayman) NQ V-AC L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
Summit BCP Intermediate Holdings L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
Summit BCP Intermediate Holdings GP, Ltd. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
Blackstone Family Investment Partnership (Cayman) V-NQ L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	Â	Â X	Â	Â
Blackstone Participation Partnership (Cayman) V-NQ L.P. C/O THE BLACKSTONE GROUP L.P.	Â	Â X	Â	Â

345 PARK AVENUE  
NEW YORK, NY 10154

Blackstone Management Associates (Cayman) V-NQ L.P.  
C/O THE BLACKSTONE GROUP L.P.  
345 PARK AVENUE  
NEW YORK, NY 10154

^ ^ X ^ ^

BCP V-NQ GP L.L.C.  
C/O THE BLACKSTONE GROUP L.P.  
345 PARK AVENUE  
NEW YORK, NY 10154

^ ^ X ^ ^

Blackstone LR Associates (Cayman) V-NQ Ltd.  
C/O THE BLACKSTONE GROUP L.P.  
345 PARK AVENUE  
NEW YORK, NY 10154

^ ^ X ^ ^

## Signatures

BLACKSTONE FAMILY INVESTMENT PARTNERSHIP (CAYMAN) V NQ L.P., By:  
Blackstone Management Associates (Cayman) V-NQ L.P., its GP, By: BCP V-NQ GP L.L.C., 03/12/2015  
its GP, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer

\_\_Signature of Reporting Person Date

BLACKSTONE CAPITAL PARTNERS (CAYMAN) NQ V-AC L.P., By: Blackstone  
Management Associates (Cayman) V-NQ L.P., its general partner, By: BCP V-NQ GP L.L.C., 03/12/2015  
its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer

\_\_Signature of Reporting Person Date

SUMMIT BCP INTERMEDIATE HOLDINGS L.P., By: Summit BCP Intermediate Holdings  
GP, Ltd., its general partner, By: /s/ Neil P. Simpkins, Name: Neil P. Simpkins, Title: Director 03/12/2015

\_\_Signature of Reporting Person Date

SUMMIT BCP INTERMEDIATE HOLDINGS GP, LTD., By: /s/ Neil P. Simpkins, Name:  
Neil P. Simpkins, Title: Director 03/12/2015

\_\_Signature of Reporting Person Date

BLACKSTONE CAPITAL PARTNERS (CAYMAN) V-NQ L.P., By: BCP V-NQ GP L.L.C.,  
its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 03/12/2015

\_\_Signature of Reporting Person Date

BLACKSTONE PARTICIPATION PARTNERSHIP (CAYMAN) V NQ L.P., By: BCP V-NQ  
GP L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal  
Officer 03/12/2015

\_\_Signature of Reporting Person Date

BLACKSTONE MANAGEMENT ASSOCIATES (CAYMAN) V-NQ L.P., By: BCP V-NQ  
GP L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal  
Officer 03/12/2015

\_\_Signature of Reporting Person Date

BCP V-NQ GP L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal  
Officer 03/12/2015

\_\_Signature of Reporting Person Date

BLACKSTONE LR ASSOCIATES (CAYMAN) V-NQ LTD., By: /s/ John G. Finley, Name:  
John G. Finley, Title: CLO, Chief Administrative Officer

03/12/2015

\_\_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).
- (1) Reflects securities held directly by Summit Owner Holdco LLC. Summit Owner Holdco LLC is controlled by Summit Materials Holdings GP, Ltd. ("Summit GP"). Summit GP may be deemed to be controlled by Blackstone Capital Partners (Cayman) V-NQ L.P., Blackstone Capital Partners (Cayman) NQ V-AC L.P., Blackstone Family Investment Partnership (Cayman) V NQ L.P. and Blackstone Participation Partnership (Cayman) V NQ L.P.
- (2) Pursuant to the terms of an exchange agreement, dated as of March 11, 2015, limited partnership units of Summit Materials Holdings L.P. ("LP Units") held by the Reporting Persons are exchangeable for shares of the issuer's Class A common stock on a one-for-one basis.
- (3) Reflects securities of the issuer held directly by Blackstone Capital Partners (Cayman) V-NQ L.P.
- (4) Reflects securities of the issuer held directly by Blackstone Capital Partners (Cayman) NQ V-AC L.P.
- (5) Reflects securities of the issuer held directly by Summit BCP Intermediate Holdings L.P. The general partner of Summit BCP Intermediate Holdings L.P. is Summit BCP Intermediate Holdings GP, Ltd. Summit BCP Intermediate Holdings GP, Ltd. is owned by Blackstone Capital Partners (Cayman) V-NQ L.P., Blackstone Capital Partners (Cayman) NQ V-AC L.P., Blackstone Family Investment Partnership (Cayman) V NQ L.P. and Blackstone Participation Partnership (Cayman) V NQ L.P.
- (6) Reflects securities of the issuer held directly by Blackstone Family Investment Partnership (Cayman) V NQ L.P.
- (7) Reflects securities of the issuer held directly by Blackstone Participation Partnership (Cayman) V NQ L.P. (collectively with Blackstone Capital Partners (Cayman) V-NQ L.P., Blackstone Capital Partners (Cayman) NQ V-AC L.P., Summit BCP Intermediate Holdings L.P. and Blackstone Family Investment Partnership (Cayman) V NQ L.P., the "Blackstone Funds").
- (8) Reflects securities held directly by Summit GP. Summit GP may be deemed to be controlled by Blackstone Capital Partners (Cayman) V-NQ L.P., Blackstone Capital Partners (Cayman) NQ V-AC L.P., Blackstone Family Investment Partnership (Cayman) V NQ L.P. and Blackstone Participation Partnership (Cayman) V NQ L.P.
- (9) The general partner of each of Blackstone Capital Partners (Cayman) V-NQ L.P. and Blackstone Capital Partners (Cayman) NQ V-AC L.P. is Blackstone Management Associates (Cayman) V-NQ L.P. The general partners of each of Blackstone Management Associates (Cayman) V NQ L.P., Blackstone Family Investment Partnership (Cayman) V NQ L.P. and Blackstone Participation Partnership (Cayman) V NQ L.P. are Blackstone LR Associates (Cayman) V-NQ Ltd. and BCP V-NQ L.L.C.
- (10) Blackstone Holdings II L.P. is the sole member of BCP V - NQ GP L.L.C. and the controlling shareholder of Blackstone LR Associates (Cayman) V-NQ Ltd. The general partner of Blackstone Holdings II L.P. is Blackstone Holdings I/II GP Inc. The sole shareholder of Blackstone Holdings I/II GP Inc. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.
- (11) Due to the limitations of the electronic filing system Blackstone Holdings II L.P., Blackstone Holdings I/II GP Inc., The Blackstone Group L.P., Blackstone Group Management L.L.C. and Stephen A. Schwarzman are filing a separate Form 3.
- (12) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
- (13) Each of the Reporting Persons (other than the Blackstone Funds to the extent they directly hold securities reported herein), disclaims beneficial ownership of the securities held by the Blackstone Funds, Summer Owner Holdco LLC and Summit GP, except to the extent of such Reporting Person's pecuniary interest therein, if any, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than the Blackstone Funds to the extent they directly hold securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

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.