

CASTLE A M & CO
Form SC 13G/A
February 14, 2018

OMB APPROVAL
OMB Number 3235-0145
Expires February XX, 20XX
Estimated average burden
Hours per response 10.4

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)

A.M. Castle & Co

(Name of Issuer)

Common Stock

(Title of Class Securities)

148411101

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*** 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 the disclosure provided in a prior cover page.**

The information required in 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 (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. Name of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Osterweis Capital Management, Inc.

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

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

Number of 5. **Sole Voting Power**

Shares

Beneficially 6. **Shared Voting Power**

Owned by

Each 7. **Sole Dispositive Power**

Reporting

Person 8. **Shared Dispositive Power**

With:

9. Aggregate Amount Beneficially Owned by Each Reporting Person

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

n/a

11. Percent of Class Represented by Amount in Row (9)

0.00%*

12. Type of Reporting Person (See Instructions)

IA

As of December 14, 2017, **A.M. Castle had** 52,274,814 shares of common stock.

Page 2 of 8 Pages

CUSIP No. 148411101

1. Name of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Osterweis Capital Management, LLC

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

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

Number of 5. Sole Voting Power

Shares

**Beneficially 0
6. Shared Voting Power**

Owned by

Each 7. Sole Dispositive Power

Reporting

**Person 0
8. Shared Dispositive Power**

With:

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

n/a

11. Percent of Class Represented by Amount in Row (9)

0

12. Type of Reporting Person (See Instructions)

IA

As of December 14, 2017, **A.M. Castle had** 52,274,814 shares of common stock.

Page 3 of 8 Pages

CUSIP No. 148411101

1. Name of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

John S. Osterweis

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

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of 5. Sole Voting Power

Shares

**Beneficially 0
6. Shared Voting Power**

Owned by

Each 7. Sole Dispositive Power

Reporting

**Person 0
8. Shared Dispositive Power**

With:

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

n/a

11. Percent of Class Represented by Amount in Row (9)

0

12. Type of Reporting Person (See Instructions)

HC, IN

As of December 14, 2017, **A.M. Castle had** 52,274,814 shares of common stock.

Page 4 of 8 Pages

CUSIP No. 148411101

1. Name of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Carl P. Kaufman

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

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of 5. Sole Voting Power

Shares

Beneficially 6. 0 Shared Voting Power

Owned by

Each 7. Sole Dispositive Power

Reporting

Person 8. 0 Shared Dispositive Power

With:

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

n/a

11. Percent of Class Represented by Amount in Row (9)

0

12. Type of Reporting Person (See Instructions)

HC, IN

As of December 14, 2017, **A.M. Castle had** 52,274,814 shares of common stock.

Page 5 of 8 Pages

Item 1.

(a) Name of Issuer

A. M. Castle & Co.

(b) Address of Issuer's Principal Executive Offices

1420 Kensington Road, Suite 220

Oak Brook, IL 60523

Item 2.

(a) Name of Persons Filing

(i) Osterweis Capital Management, Inc.

(ii) Osterweis Capital Management, LLC

(iii) John S. Osterweis

(iv) Carl P. Kaufman

**(b) Address of Principal Business office or, if None, Residence
With respect to all Persons filing:**

One Maritime Plaza, Suite 800, San Francisco, CA 94111

(c) Citizenship

(i) CA Corporation

(ii) CA Limited Liability Company

(iii) U.S. Citizen

(iv) U.S. Citizen

(d) Title of Class Securities
Common Stock

(e) CUSIP Number
148411101

Page 6 of 8 Pages

Item 3. If this statement is filed pursuant to Sections 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).**
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).**
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).**
- (d) Investment company registered under section 8 of the Investment Company Act (15 U.S.C. 80a-8).**
- (e) An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E).**
- (f) An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(ii)(F).**
- (g) A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G).**
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).**
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).**
- (j) Group in accordance with Section 240.13d-1(b)(ii)(J).**

Item 4. Ownership

Common Stock:

- (a) Amount Beneficially Owned: 0**

- (b) Percent of Class: 0**

- (c) Number of shares as to which the joint filers have:**
 - (i) sole power to vote or to direct the vote: 0**

 - (ii) shared power to vote or to direct the vote: 0**

 - (iii) sole power to dispose or to direct the disposition of: 0**

 - (iv) shared power to dispose of or to direct the disposition of: 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 five percent of the class securities, check the following .

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

n/a

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See Exhibit C

As of December 14, 2017, A.M. Castle had 52,274,814 shares of common stock.

Page 7 of 8 Pages

Item 8. Identification and Classification of Members of the Group.
See Exhibit A

Item 9. Notice of Dissolution of Group.

n/a

Item 10. Certification:

- (a) **The following certification shall be included if the statement is filed pursuant to Section 240.13d-1(b):**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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: February 13, 2018

Osterweis Capital Management, Inc.

By: /s/ Catherine C. Halberstadt
Catherine C. Halberstadt, Co-President & Co-CEO

Osterweis Capital Management, LLC

By: /s/ Catherine C. Halberstadt
Catherine C. Halberstadt, Co-President & Co-CEO

/s/ John S. Osterweis
John S. Osterweis

/s/ Carl P. Kaufman
Carl P. Kaufman