

ANDERSON DANIEL T  
Form 4/A  
December 17, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
ANDERSON DANIEL T

2. Issuer Name and Ticker or Trading Symbol  
Andersons, Inc. [ANDE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1947 BRIARFIELD BLVD.  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/02/2017

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
President, Retail

MAUMEE, OH 43537  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
03/02/2017

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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)     | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) |                      |   |                             |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|----------------------|---|-----------------------------|
|                                     |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |                      |   |                             |
| COMMON STOCK                        | 03/02/2017                           |  | A                              |   | 1,813   | A  | \$ 0                              | 250,832              | D |                             |
| PERFORMANCE SHARE UNIT (EPS) (2020) | 03/02/2017                           |  | A                              |   | 1,814   | A  | \$ 0                              | 1,814 <sup>(1)</sup> | D |                             |
| PERFORMANCE SHARE UNIT (TSR) (2020) | 03/02/2017                           |  | A                              |   | 1,814   | A  | \$ 0                              | 1,814 <sup>(2)</sup> | D |                             |
| COMMON STOCK                        |                                      |  |                                |   |   |  |                                   | 26,179.46            | I | HELD BY RICHARD P. ANDERSON |

|                                     |  |                      |   |   |
|-------------------------------------|--|----------------------|---|---|
| COMMON STOCK                        |  | 20,373.25            | I | LLC<br>LYNN ANDERSON, SPOUSE, HELD BY RICHARD P. ANDERSON LLC |
| COMMON STOCK                        |  | 1,422.62             | I | Helen Anderson, child, shares held by Richard P Anderson LLC  |
| COMMON STOCK                        |  | 1,422.62             | I | Dick Anderson, child, shares held by Richard P Anderson LLC   |
| COMMON STOCK                        |  | 108,320.24           | I | The Daniel T. Anderson Irrevocable Family Trust               |
| PERFORMANCE SHARE UNIT (TSR) (2019) |  | 2,664 <sup>(2)</sup> | D |   |
| PERFORMANCE SHARE UNIT (EPS) (2019) |  | 2,664 <sup>(1)</sup> | D |   |
| PERFORMANCE SHARE UNIT (2018)       |  | 3,142 <sup>(1)</sup> | D |   |

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

**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.**

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Nature of Derivative Security Beneficially Owned |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|---|

| Derivative Security | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Securities (Instr. 3 and 4)                          |
|---------------------|------|---|-----|-----|------------------|-----------------|-------|----------------------------|--|
|                     |      |   |     |     |                  |                 |       |                            | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| ANDERSON DANIEL T<br>1947 BRIARFIELD BLVD.<br>MAUMEE, OH 43537 |               |           | President, Retail |       |

## Signatures

Daniel T. Anderson, by Melissa Trippel, Limited Power of Attorney 12/17/2018

\*\*Signature of Reporting Person
Date

## Explanation of Responses:

- \* 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).
  - (1) Stock performance unit granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on cumulative EPS. Number of underlying shares are determined by the three-year cumulative fully diluted EPS for the performance period. These shares were cancelled prior to the amended filing date.
  - (2) Stock performance unit (TSR) granted pursuant to The Andersons, Inc. Plan. Units vest 100% in 3 years contingent on the Company's annualized total shareholder return. Number of underlying shares are based upon the level of satisfaction of the total shareholder return for the performance period. These shares were cancelled prior to the amended filing date.

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.