

Mackey Tara D  
Form 4  
May 22, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mackey Tara D

(Last) (First) (Middle)

ONE MUSEUM PLACE, 3100  
WEST 7TH STREET

(Street)

FORT WORTH, TX 76107

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
AZZ INC [AZZ]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/18/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Chief Legal Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| COMMON<br>STOCK                       | 05/18/2018                              |                                                             | M                                    | 182 A                                                                      | \$ 0 6,174                                                                                                         | D                                                                    |                                         |
| COMMON<br>STOCK                       | 05/18/2018                              |                                                             | M                                    | 4 <sup>(1)</sup> A                                                         | \$ 0 6,178                                                                                                         | D                                                                    |                                         |
| COMMON<br>STOCK                       | 05/18/2018                              |                                                             | F                                    | 55 <sup>(2)</sup> D                                                        | \$ 42 6,123                                                                                                        | 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**

SEC 1474  
(9-02)

number.

**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 Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                                         |                            |
| Performance Share Units                    | (3)                                                    | 05/18/2018                           |                                                    | M                              |                                                                                         | 182 (4) (4)                                              | COMMON STOCK                                                  | 182                        |
| Performance Share Units                    | (3)                                                    | 05/18/2018                           |                                                    | A                              | 3,571                                                                                   | (5) (5)                                                  | COMMON STOCK                                                  | 3,571                      |
| Restricted Stock Units                     | (6)                                                    | 05/18/2018                           |                                                    | A                              | 3,571                                                                                   | (7) (7)                                                  | COMMON STOCK                                                  | 3,571                      |

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships                    |
|-----------------------------------------------------------------------------------|----------------------------------|
|                                                                                   | Director 10% Owner Officer Other |
| Mackey Tara D<br>ONE MUSEUM PLACE<br>3100 WEST 7TH STREET<br>FORT WORTH, TX 76107 | Chief Legal Officer              |

## Signatures

Tara D Mackey 05/22/2018

\*\*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) Represents the vesting of dividend equivalent rights accrued on 182 performance share units ("PSUs") granted on 4/27/2015, which AZZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying PSUs vest.
- (2) The Reporting Owner disposed of 55 shares of AZZ common stock to satisfy tax withholding obligations.
- (3) Each PSU represents a contingent right to receive shares of AZZ common stock with the actual number varying based on achieved results.
- (4) Represents the number of shares acquired by the Reporting Owner upon the vesting of PSUs granted on April 27, 2015. The Reporting Owner earned 16% of the target award based on the achievement of certain pre-established performance goals during the performance

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cycle.

- Represents 100% of the target number of PSUs that will be earned, if at all, based upon the achievement of certain pre-established performance goals during the 3-year performance cycle (3/1/2018 - 2/28/2021), which is subject to a 25% total shareholder return ("TSR") modifier that may be applied if AZZ's TSR ranks in the top quartile relative to the TSR generated by each company in AZZ's industry peer group and a 25% decrease if AZZ's TSR is in the bottom quartile relative to its industry peer group..
- (5)
  - (6) Each restricted stock unit ("RSU") represents a contingent right to receive one share of AZZ common stock.
  - (7) The RSUs are granted under AZZ's 2014 Long Term Incentive Plan and vest over a 3-year period with 1/3rd of the RSUs vesting on each of the first, second and third anniversaries of the grant date beginning on 5/18/2019.

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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