

JONES ROSS M
Form 3
June 01, 2018

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)

1. Name and Address of Reporting Person *

Â JONES ROSS M
(Last) (First) (Middle)

C/O ADVANCED DRAINAGE SYSTEMS, INC.,Â 4640 TRUEMAN BOULEVARD

(Street)

HILLIARD,Â OHÂ 43026

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
05/23/2018

3. Issuer Name and Ticker or Trading Symbol
ADVANCED DRAINAGE SYSTEMS, INC. [WMS]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 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)
Common Stock	8,850,156	I	See Footnote ⁽¹⁾ ⁽²⁾
Common Stock	81,801	I	Berkshire Investors III LLC ⁽³⁾
Common Stock	81,818	I	Berkshire Investors IV LLC ⁽⁴⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES ROSS M C/O ADVANCED DRAINAGE SYSTEMS, INC. 4640 TRUEMAN BOULEVARD HILLIARD, OH 43026	X			

Signatures

/s/ Ross M. Jones, by Scott A. Cottrill as
attorney-in-fact

06/01/2018

**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) Represents shares held by Berkshire Fund IX, L.P. ("BF IX"), Berkshire Fund IX-A, L.P. ("BF IX-A"), Stockbridge Fund, L.P. ("SF"), Stockbridge Absolute Return Fund, L.P. ("SARF") and certain other accounts. Ninth Berkshire Associates LLC ("9BA"), is the general partner of BF IX and BF IX-A and Stockbridge Associates LLC ("SA") is the general partner of SF and SARF. Berkshire Partners LLC ("BP") is the investment adviser to BF IX and BF IX-A and Stockbridge Partners LLC ("SP") is the investment adviser to SF, SARF and such certain other accounts. Berkshire Partners Holdings LLC ("BPH") is the general partner of BPSP, L.P. ("BPSP"), which is the managing member of BP and SP. The Reporting Person is a managing member of BPH, BPSP, BP, SP, 9BA and SA. By virtue of the relationships described in the preceding sentences, the Reporting Person may be deemed to share beneficial ownership with respect to the shares of common stock held by BF IX, BF IX-A, SF, SARF and such other accounts.

(2) (Continued from Footnote 1) The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

(3) Represents shares held by Berkshire Investors III LLC ("BI III"). The Reporting Person is a managing member of BI III. By virtue of the relationship described in the preceding sentence, the Reporting Person may be deemed to share beneficial ownership with respect to the shares of common stock held by BI III. The Reporting Person disclaims beneficial ownership of the shares held by BI III, except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

(4) Represents shares held by Berkshire Investors IV LLC ("BI IV"). The Reporting Person is a managing member of BI IV. By virtue of the relationship described in the preceding sentence, the Reporting Person may be deemed to share beneficial ownership with respect to the shares of common stock held by BI IV. The Reporting Person disclaims beneficial ownership of the shares held by BI IV, except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership 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.

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