

CASTLE A M & CO
Form 4
December 30, 2014

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 *
MARTIN WILLIAM C

2. Issuer Name and Ticker or Trading Symbol
CASTLE A M & CO [CAS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/26/2014

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

C/O RAGING CAPITAL MANAGEMENT, LLC, TEN PRINCETON AVENUE, PO BOX 228

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

ROCKY HILL, NJ 08553

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|------------------|-------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, \$0.01 par value ⁽¹⁾ | 12/26/2014 | | P | | 600 | A | \$ 7.172 | 3,067,107 | I ⁽²⁾ | By Raging Capital Master Fund, Ltd. |
| Common Stock, \$0.01 par value ⁽¹⁾ | 12/30/2014 | | P | | 252,700 | A | \$ 7.6388 | 3,319,807 | I ⁽²⁾ | By Raging Capital Master |

Fund,
Ltd.

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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MARTIN WILLIAM C
C/O RAGING CAPITAL MANAGEMENT, LLC
TEN PRINCETON AVENUE, PO BOX 228
ROCKY HILL, NJ 08553

X

Raging Capital Management, LLC
TEN PRINCETON AVENUE
PO BOX 228
ROCKY HILL, NJ 08553-0228

X

Raging Capital Master Fund, Ltd.
C/O OGIER FIDUCIARY SERVICES (CAYMAN)
89 NEXUS WAY
CAMANA BAY, GRAND CAYMAN, E9 KY 1-9007

X

Signatures

By: /s/ Frederick C. Wasch as attorney-in-fact for William C. Martin

12/30/2014

**Signature of Reporting Person

Date

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By: Raging Capital Management, LLC, By: /s/ Frederick C. Wasch, Chief Financial Officer

12/30/2014

__Signature of Reporting Person

Date

By: Raging Capital Master Fund, Ltd., By: Raging Capital Management, LLC, Investment
Manager, By: /s/ Frederick C. Wasch, Chief Financial Officer

12/30/2014

__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).

This Form 4 is filed jointly by Raging Capital Master Fund, Ltd. ("Raging Master"), Raging Capital Management, LLC ("Raging Capital") and William C. Martin (collectively, the "ReportingPersons"). Each of the Reporting Persons may be deemed to be a member of
(1) a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of CommonStock. Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein.

Represents securities owned directly by Raging Master. As the Investment Manager of Raging Master, Raging Capital may be deemed to
(2) beneficially own the securities owned directlyby Raging Master. As the Managing Member of Raging Capital, Mr. Martin may be deemed to beneficially own the securities owned directly by Raging Master.

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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