

J M SMUCKER Co
 Form 3
 April 02, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)

| | | | | | |
|--|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Centerview Capital LP</p> <p>(Last) (First) (Middle)</p> <p>C/O CENTERVIEW CAPITAL,Â 3 GREENWICH OFFICE PARK, 2ND FLOOR</p> <p>(Street)</p> <p>GREENWICH,Â CTÂ 06831</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/23/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>J M SMUCKER Co [SJM]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>May be a member of 13(d) group</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|--|

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, without par value | 907,556 | I | Held through Blue Holdings I, L.P. (1) (2) (3) |

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)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| Centerview Capital LP C/O CENTERVIEW CAPITAL 3 GREENWICH OFFICE PARK, 2ND FLOOR GREENWICH, CT 06831 | Â | Â | Â | May be a member of 13(d) group |
| Centerview Capital GP, L.P. C/O CENTERVIEW CAPITAL 3 GREENWICH OFFICE PARK, 2ND FLOOR GREENWICH, CT 06831 | Â | Â | Â | May be a member of 13(d) group |
| Center Capital GP LLC C/O CENTERVIEW CAPITAL 3 GREENWICH OFFICE PARK, 2ND FLOOR GREENWICH, CT 06831 | Â | Â | Â | May be a member of 13(d) group |
| Centerview Capital Holdings LLC C/O CENTERVIEW CAPITAL 3 GREENWICH OFFICE PARK, 2ND FLOOR GREENWICH, CT 06831 | Â | Â | Â | May be a member of 13(d) group |

Signatures

CENTERVIEW CAPITAL, L.P. By: Centerview Capital GP, L.P., its general partner By: Centerview Capital GP, LLC, its general partner By: /s/ Jeanne Vicari Name: Jeanne Vicari Title: Vice President 04/02/2015

**Signature of Reporting Person Date

CENTERVIEW CAPITAL GP, L.P. By: Centerview Capital GP, LLC, its general partner By: /s/ Jeanne Vicari Name: Jeanne Vicari Title: Vice President 04/02/2015

**Signature of Reporting Person Date

CENTERVIEW CAPITAL GP, LLC By: /s/ Jeanne Vicari Name: Jeanne Vicari Title: Vice President 04/02/2015

**Signature of Reporting Person Date

CENTERVIEW CAPITAL HOLDINGS, LLC By: /s/ Jeanne Vicari Name: Jeanne Vicari Title: Vice President 04/02/2015

**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) Blue Holdings I, L.P. ("Blue Holdings") directly owns all of the shares of Common Stock reported in this statement. Centerview Capital, L.P. and certain of its affiliated investment funds hold limited partner interests in Blue Holdings. Centerview Capital, L.P. (and one of its affiliated investment funds) holds membership interests in, and has the right to appoint managers to the board of, Blue Holdings GP, LLC, the general partner of Blue Holdings.

(2) The general partner of Centerview Capital, L.P. is Centerview Capital GP, L.P., the general partner of Centerview Capital GP, L.P. is Centerview Capital GP, LLC and the sole member of Centerview Capital GP, LLC is Centerview Capital Holdings, LLC.

(3) Each of the Reporting Persons may be deemed to be the beneficial owner of all or a portion of the securities reported herein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein, and the Reporting Persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

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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