

IES Holdings, Inc.
Form 3
June 16, 2016

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Santoni Thomas E | | (Month/Day/Year) | IES Holdings, Inc. [IESC] | |
| (Last) | (First) | (Middle) | 06/06/2016 | |
| 5433 WESTHEIMER ROAD, SUITE 500 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| HOUSTON, TX 77056 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | SVP, Operations | |

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 | 39,933 ⁽¹⁾ ⁽²⁾ | D | ^ |

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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable | Title | | | |

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| | Expiration Date | Expiration Date | Common Stock | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|------------------------------|---------------------------|-----------------|--------------|----------------------------|------------------------|----------------------------|---|
| Stock Options (Right to Buy) | 02/02/2017 ⁽³⁾ | 02/02/2025 | Common Stock | 1,500 | \$ 7.21 ⁽⁴⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Santoni Thomas E 5433 WESTHEIMER ROAD, SUITE 500 HOUSTON, TX 77056 | Â | Â | Â SVP, Operations | Â |

Signatures

/s/Gail D. Makode,
Attorney-in-Fact

06/16/2016

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).

Includes 900 shares of restricted stock granted on May 12, 2006 pursuant to the 2006 Equity Incentive Plan of IES Holdings, Inc. (formerly known as Integrated Electrical Services, Inc.) (the "Company"), as amended on October 9, 2007 (the "Plan"), which vested in full on September 15, 2006; includes 208 shares of the Company's common stock reclassified in 2008 by the Company in connection with

(1) the Company's 2006 reorganization; includes 8,000 shares of restricted stock granted pursuant to the Plan on September 28, 2010, which vested in full on September 28, 2012; includes 10,000 shares of restricted stock granted pursuant to the Plan on December 16, 2010, of which 3,334 shares vested on each of December 16, 2011 and December 16, 2012 and 3,332 shares vested on December 16, 2013, and of which 1,762 shares were forfeited to satisfy tax withholding obligations.

Includes 3,926 shares of the Company's common stock issued upon exercise of subscription rights in connection with the Company's

(2) 2014 rights offering; includes 12,500 shares of restricted stock granted on April 1, 2015 pursuant to the Plan, which will vest on April 1, 2018; and includes 6,161 shares of the Company's common stock acquired in open market purchases.

(3) The date indicated is the vesting date on the second anniversary of the grant date.

(4) The price reported in Column 4 reflects the exercise price at which the stock options were granted to the employee pursuant to the Plan.

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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