

WHITEBOX GENERAL PARTNER LLC
 Form 3
 September 11, 2017

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 *
 ^ WHITEBOX ADVISORS LLC

(Last) (First) (Middle)

3033 EXCELSIOR BOULEVARD, SUITE 300

(Street)

MINNEAPOLIS, MN 55416

(City) (State) (Zip)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 08/31/2017

3. Issuer Name and Ticker or Trading Symbol
 CASTLE A M & CO [NONE]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 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
 ___X___ 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	400,876	I	See Footnotes ⁽¹⁾ ⁽²⁾

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
5.00% / 7.00% Convertible Senior Secured Notes due 2022 <u>(5)</u>	<u>Â</u> <u>(3)</u>	<u>Â</u> <u>(3)</u>	Common Stock	12,217,981 <u>(4)</u>	\$ <u>(4)</u>	I	See Footnotes <u>(1)</u> <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITEBOX ADVISORS LLC 3033 EXCELSIOR BOULEVARD, SUITE 300 MINNEAPOLIS, MN 55416	<u>Â</u>	<u>Â</u> X	<u>Â</u>	<u>Â</u>
WHITEBOX GENERAL PARTNER LLC 3033 EXCELSIOR BOULEVARD, SUITE 300 MINNEAPOLIS, MN 55416	<u>Â</u>	<u>Â</u> X	<u>Â</u>	<u>Â</u>

Signatures

Whitebox Advisors LLC: /s/ Elissa Weddle, Chief Legal Officer 09/11/2017
Signature of Reporting Person Date

Whitebox General Partner LLC: /s/ Elissa Weddle, Chief Legal Officer 09/11/2017
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) These securities are directly owned by Pandora Select Partners, L.P., Whitebox Asymmetric Partners, L.P., Whitebox Credit Partners, L.P., Whitebox GT Fund, LP, Whitebox Institutional Partners, L.P., Whitebox Multi-Strategy Partners, L.P. and Whitebox Term Credit Fund I, L.P. (together, the "Private Funds") and may be deemed to be beneficially owned by (a) Whitebox Advisors LLC by virtue of its role as the investment manager of the Private Funds and (b) Whitebox General Partner LLC by virtue of its role as the general partner of the Private Funds.
- (2) The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose.
- (3) The Issuer's 5.00% / 7.00% Convertible Senior Secured PIK Toggle Notes due 2022 (the "Convertible Notes") are convertible at the election of the holder at any time prior to the close of business on the trading day immediately preceding August 31, 2022, the maturity date for the Convertible Notes.
- (4) The number of shares assumes that the Convertible Notes are converted at a rate of 0.2654 shares of common stock, par value \$0.01 per share ("Common Stock") per \$1.00 principal amount of Convertible Notes. However, upon conversion of the Convertible Notes, the settlement of the conversion right may, at the option of the A.M. Castle & Co. (the "Issuer"), be in the form of shares of Common Stock, cash or a combination of cash and shares of Common Stock in amounts determined in accordance with the indenture for the Convertible Notes and therefore there can be no certainty that the Convertible Notes could be converted into the number of shares provided in column 3. The Reporting Persons disclaim beneficial ownership of any shares of Common Stock that they might receive upon conversion of the Convertible Notes.

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- (5) The Reporting Persons do not acknowledge that the Convertible Notes are derivative securities for purposes of Section 16 of the Exchange Act.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.