

J M SMUCKER Co
Form 3
April 02, 2015

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Blue Holdings I, L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.,Â 9 WEST 57TH STREET, SUITE 4200</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10019</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>____ Director ____X_ 10% Owner ____ Officer ____ Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>____ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person</p>
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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	17,061,079	D <u>(1)</u> <u>(2)</u>	Â

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	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Blue Holdings I, L.P.

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.

9 WEST 57TH STREET, SUITE 4200

NEW YORK, NY 10019

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Blue Holdings GP, LLC

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.

9 WEST 57TH STREET, SUITE 4200

NEW YORK, NY 10019

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Signatures

BLUE HOLDINGS I, L.P. By: Blue Holdings GP, LLC., its general partner By: /s/ David

Hooper Name: David Hooper Title: Manager

04/02/2015

__Signature of Reporting Person

Date

BLUE HOLDINGS GP, LLC By: /s/ David Hooper Name: David Hooper Title: Manager

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 holds all of the shares of Common Stock reported herein. Blue Holdings GP, LLC is the general partner of Blue Holdings. A private investor group, including KKR 2006 Fund L.P., Vestar/Blue Investments I L.P., Centerview Capital, L.P. and AlpInvest Partners Blue Co-Invest LLC and certain of their respective affiliates hold interests in the Issuer through Blue Holdings and/or Blue Holdings GP, LLC.

(2) 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, Blue Holdings GP, LLC, KKR 2006 Fund L.P., Vestar/Blue Investments I L.P., Centerview Capital, L.P. or AlpInvest Partners Blue Co-Invest LLC or any of their respective affiliates that hold interests in Blue Holdings or Blue Holdings GP, LLC are the beneficial owners of any securities reported herein, and each such person disclaims 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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