

SiteOne Landscape Supply, Inc.
 Form 4
 May 18, 2016

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 *
 CD&R Associates VIII, Ltd.

2. Issuer Name and Ticker or Trading Symbol
 SiteOne Landscape Supply, Inc.
 [SITE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/16/2016

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

C/O MAPLES CORPORATE SERVICES LIMITED, P.O. BOX 309, UGLAND HOUSE

(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

GRAND CAYMAN, E9 KY1-1104

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/16/2016		C		25,303,164	A	\$ 21
							25,303,164
						I	
							By affiliate (2) (3)
Common Stock	05/17/2016		S		7,503,486	D	\$ 21
							17,799,678
						I	
							By affiliate (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)
Cumulative Convertible Participating Preferred Stock	<u>(1)</u>	05/16/2016		C	216,789.3315	<u>(4)</u> <u>(4)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CD&R Associates VIII, Ltd. C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104		X		
CD&R ASSOCIATES VIII, LP C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, E9 KY1-110		X		
CD&R Investment Associates VIII, Ltd. C/O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104		X		
CD&R Landscapes Holdings, L.P. C/O MAPLES CORPORATE SERVICES LIMITED PO BOX 309, UGLAND HOUSE, S. CHURCH ST. GEORGE TOWN, GRAND CAYMAN, E9 KY1-1104		X		

Signatures

CD&R Associates VIII, Ltd. By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec. 05/18/2016
**Signature of Reporting Person Date

CD&R Associates VIII, L.P. By: CD&R Investment Associates VIII, Ltd., its general partner, 05/18/2016
 By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec. Date
**Signature of Reporting Person

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CD&R Investment Associates VIII, Ltd. By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec. 05/18/2016
Signature of Reporting Person Date

CD&R Landscapes Holdings, L.P. By: CD&R Associates VIII, Ltd., its general partner, By: 05/18/2016
/s/ Theresa A. Gore, VP, Treas. and Asst. Sec. Date
Signature of Reporting Person

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).
In anticipation of the closing of the Issuer's initial public offering of Common Stock on May 17, 2016, CD&R Landscapes Holdings, L.P. ("CD&R Holdings") converted each of the 216,789.33155 shares of Cumulative Convertible Participating Preferred Stock ("Preferred Stock") of the Issuer held by it into shares of Common Stock at a conversion ratio of 116.717755, which included accrued but unpaid dividends through the conversion date (and is the conversion ratio determined in accordance with the terms of the Certificate of Designations, Preferences and Rights for the Preferred Stock (the "Certificate of Designations")), without payment or any consideration. Any fractional shares resulting from this conversion were cashed out at fair market value.
 - (1) CD&R Associates VIII, Ltd., as the general partner of CD&R Holdings, CD&R Associates VIII, L.P., as the sole stockholder of CD&R Associates VIII, Ltd., and CD&R Investment Associates VIII, Ltd., as the general partner of CD&R Associates VIII, L.P., may each be deemed to beneficially own the shares of Common Stock held by CD&R Holdings.
 - (2) Each of CD&R Associates VIII, Ltd., CD&R Associates VIII, L.P. and CD&R Investment Associates VIII, Ltd. expressly disclaims beneficial ownership of the shares of Common Stock held by CD&R Holdings, except to the extent of its pecuniary interest therein.
 - (3) CD&R Holdings was eligible to convert its Preferred Stock at any time into shares of Common Stock at the conversion ratio specified in the Certificate of Designations. Upon certain change of control events, the Preferred Stock was mandatorily redeemable, for an amount equal to either (at the option of CD&R Holdings): (x) the same consideration as paid for shares of Common Stock on an as-converted basis or (y) its liquidation preference.
 - (4)

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.