

MYERS INDUSTRIES INC
Form SC 13D/A
April 25, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D/A

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)**

(Amendment No. 5)

MYERS INDUSTRIES, INC.

(Name of Issuer)

Common Shares

(Title of Class of Securities)

628464109

(CUSIP Number)

John J. Jenkins

Calfee, Halter & Griswold LLP

The Calfee Building

1405 East Sixth Street

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Cleveland, OH 44114-1607

216-622-8200

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 23, 2014

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box
..

Note. Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1 (a) for other parties to whom copies are to be sent.

CUSIP No. 628464109

13D/A

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2. Stephen E. Myers
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3. SEC USE ONLY

4. SOURCE OF FUNDS*

5. OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY 1,303,897

8. SHARED VOTING POWER

OWNED BY

EACH

REPORTING 249,493**

9. SOLE DISPOSITIVE POWER

PERSON

WITH 1,303,897

10. SHARED DISPOSITIVE POWER

249,493**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,553,390

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* *

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.7%

14. TYPE OF REPORTING PERSON*

IN

* Excludes 18,450 Common Shares held by Mr. Myers spouse, for which he disclaims beneficial ownership.

** Mr. Myers shares voting power and dispositive power with respect to: (i) 240,080 Common Shares held by The Louis S. Myers & Mary S. Myers Foundation (the Foundation), of which Mr. Myers is a trustee; (ii) 8,500 Common Shares held by the Semantic Foundation (Semantic), of which Mr. Myers is a trustee; and (iii) 913 Common Shares held by MSM & Associates, LP (the Partnership), of which Mr. Myers is a shareholder of the Partnership. Mr. Myers may be deemed to have beneficial ownership of the shares held by the Foundation, Semantic and the Partnership as a result of his position with such organizations, although Mr. Myers disclaims beneficial ownership of such shares to the extent he does not hold a pecuniary interest with respect to such shares. This final Amendment No. 5 is filed by Stephen E. Myers and amends the Schedule 13D previously filed by Mr. Myers with the Securities and Exchange Commission (the SEC) on February 12, 1999, and later amended on April 24, 2007, March 2, 2009, April 12, 2012 and January 11, 2013 (Schedule 13D), relating to the common stock, no par value per share (the Common Shares) of Myers Industries, Inc. (Myers or the Issuer). The purpose of this final Amendment No. 5 is to update Mr. Myers' beneficial ownership information to reflect that, as a result of cumulative dispositions of Common Shares since the filing date of the last amendment to this Schedule 13D, the amount of Common Shares beneficially owned by Mr. Myers has decreased below the 5% threshold for further reporting on Schedule 13D. The information below supplements the information previously reported.

Item 5. Interest in Securities of the Issuer.

(a) Items 7 through 11 and 13 of the cover page of this Schedule 13D which relate to ownership of Common Shares by Mr. Myers are hereby incorporated by reference in this response.

(b) Items 7 through 10 of the cover page of this Schedule 13D which relate to Mr. Myers' voting and dispositive power with respect to the Common Shares which he beneficially owns are hereby incorporated by reference in this response.

(c) The following lists Mr. Myers' (i) open market sales of Common Shares effected through brokers and (ii) gifts of Common Shares, in both cases since April 25, 2014:

| Date | Number of Common Shares | Price per Common Share |
|----------------|----------------------------|---------------------------|
| March 17, 2014 | 10,000 | \$ 20.31 |
| March 18, 2014 | 2,941 | *** |
| April 2, 2014 | 1,900 | \$ 21.11 |
| April 7, 2014 | 10,000 | \$ 21.25 |
| April 21, 2014 | 5,837 | \$ 24.34 |
| April 21, 2014 | 100 | ***** |
| April 21, 2014 | 1,000 | ***** |
| April 22, 2014 | 2,300 | \$ 24.36 |
| April 23, 2014 | 250 | ***** |

*** Transferred via *bona fide* gift from the Foundation for no per share consideration. As of the transfer date, these Common Shares were valued at \$20.84 per share.

***** Transferred via *bona fide* gift for no per share consideration. As of the transfer date, these Common Shares were valued at \$24.26 per share.

***** Transferred via *bona fide* gift for no per share consideration. As of the transfer date, these Common Shares were valued at \$24.04 per share.

(d) Not applicable.

(e) As of July 25, 2013, Mr. Myers beneficially owned less than 5.0% of the Common Shares.

Item 7. Materials to be Filed as Exhibits.

None.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

April 25, 2014
(Date)

/s/ Stephen E. Myers
(Signature)