## UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/15/2020</td>
<td>A</td>
<td>38,940 (1)</td>
<td>62,868</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/15/2020</td>
<td>F</td>
<td>23,089 (2)</td>
<td>39,779 (3)</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>84,869</td>
<td>I</td>
<td>By Trust (4)</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>3,483</td>
<td>I</td>
<td>By Trust (PSP) (5)</td>
<td></td>
</tr>
</tbody>
</table>

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1. **Title of Security (Instr. 3)**
2. **Transaction Date (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 Beneficial Ownership (Instr. 4)**

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Derivative Securities</strong></td>
<td></td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>

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1. **Title of Derivative Security (Instr. 3)**
2. **Conversion or Exercise Price of Derivative Security**
3. **Transaction Date (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 Securities Underlying Derivative Security (Instr. 3 and 4)**
8. **Price of Derivative Security (Instr. 5)**
9. **Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)**
10. **Ownership Form: Direct (D) or Indirect (I) (Instr. 4)**
11. **Nature of Indirect Beneficial Ownership (Instr. 4)**
Explanation of Responses:

1. Represents performance stock units granted in February 2017, for which the performance and vesting periods ended December 31, 2019, and for which the settlement date was February 15, 2020.

2. Represents shares of common stock withheld by the Company to satisfy the tax withholding obligation for the reporting person's performance stock units that settled on February 15, 2020, and restricted stock units that vested on February 15, 2020.

3. Includes 14,084 restricted stock units that have not yet vested.

4. These shares are held by the Colonias Family Trust 9/18/12 for the benefit of the reporting person's children. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

5. The shares are owned by the Simpson Manufacturing Co., Inc. Profit Sharing Plan for Salaried Employees (the "Plan") of which the reporting person is a participant. The Plan is qualified under sections 401(a)(26) and 410 of the Internal Revenue Code.

Cari Fisher, Attorney-in-Fact
02/19/2020

** Signature of Reporting Person    Date **