

MITAROTONDA JAMES A
Form 4
February 21, 2018

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 *
MITAROTONDA JAMES A

2. Issuer Name and Ticker or Trading Symbol
BARINGTON/HILCO ACQUISITION CORP. [BHAC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/08/2018

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

888 SEVENTH AVENUE, 6TH FLOOR

(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
 Form filed by More than One Reporting Person

NEW YORK,, NY 10019

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 01/08/2018 | | J | 490,508 D 0 | | I | See footnote (2) (3) |
| Common Stock | | | | | 122,500 | I | See footnote (3) (4) |
| Common Stock | | | | | 7,500 | D | |

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

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(9-02)

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 Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Warrants | \$ 12.5 | 01/08/2018 | | J | 61,250 | (5) (6) | Common Stock | 61,250 (7) |
| Right | (8) | | | | | (9) (10) | Common Stock | 12,250 (7) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MITAROTONDA JAMES A 888 SEVENTH AVENUE, 6TH FLOOR NEW YORK, NY 10019 | X | X | | |

Signatures

/s/ James A. Mitarotonda 02/21/2018

**Signature of Reporting Person Date

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).
- (1) In connection with the transfer of shares of common stock and warrants of the Issuer, pursuant to an agreement, dated January 3, 2018 (the "Agreement"), between the Issuer, the purchasers party thereto (the "Purchasers"), Barington Companies Advisors, LLC ("BCA") and other sellers party thereto, the Purchasers agreed that they would cause to be paid certain obligations of the Issuer in the amount of approximately \$2,213,229.11.
- (2) Represents the shares of common stock beneficially owned by BCA.

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(3) The Reporting Person is the sole stockholder and director of LNA Capital Corp., which is the general partner of Barington Capital Group, L.P., which is the majority member of BCA. The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed to be an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(4) Represents the shares of common stock underlying the 122,500 Units of the Issuer that BCA committed to purchase prior to the effective date of the registration statement relating to the Issuer's initial public offering. Each unit ("Unit") consists of one share of common stock, one right ("Right") to automatically receive one-tenth of one share of common stock upon consummation of the Issuer's initial business combination and one warrant ("Warrant") for the purchase of one-half of one share of common stock at a price of \$12.50 per full share.

(5) Latter of (i) completion of initial business combination and (ii) 12 months from date of prospectus.

(6) 3 years after completion of initial business combination.

(7) Represents the shares of common stock underlying the 122,500 Units of the Issuer that BCA committed to purchase prior to the effective date of the registration statement relating to the Issuer's initial public offering. Each Unit consists of one share of common stock and one Right. The related Warrant was transferred to the Purchasers pursuant to the transactions contemplated by the Agreement.

(8) N/A

(9) Each Right entitles the holder to automatically receive one-tenth (1/10) of one share of the Issuer's common stock upon consummation of the Issuer's initial business combination.

(10) If the Issuer fails to consummate an initial business combination by June 30, 2018 (unless the date to consummate a business combination is extended), the Issuer will be dissolved and the Rights will expire worthless.

Remarks:

Pursuant to the Agreement, the Reporting Person resigned as a director of the Issuer on January 4, 2018, and thereafter was no

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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