

Chart Acquisition Corp.
Form 3
January 07, 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)

| | | | | |
|---|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Tempus Applied Solutions, LLC | | (Month/Day/Year) | Chart Acquisition Corp. [CACG] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | |
| 133 WALLER MILL ROAD, SUITE 400 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| WILLIAMSBURG,Â VAAÂ | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

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) |
|--|--|---|--|
| No securities beneficially owned <u>(1)</u> <u>(2)</u> | 0 | I | See Footnote <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Tempus Applied Solutions, LLC 133 WALLER MILL ROAD, SUITE 400 WILLIAMSBURG, VA | ^ | ^ X | ^ | ^ |
| Gulbin John George III 133 WALLER MILL ROAD, SUITE 400 WILLIAMSBURG, VA 23185 | ^ | ^ X | ^ | ^ |
| Terry Benjamin Scott 133 WALLER MILL ROAD, SUITE 400 WILLIAMSBURG, VA 23185 | ^ | ^ X | ^ | ^ |

Signatures

| | | |
|--|--|------------|
| Tempus Applied Solutions, LLC, By: /s/ Benjamin Scott Terry, Benjamin Scott Terry, Manager | | 01/07/2015 |
| __Signature of Reporting Person | | Date |
| /s/ John G. Gulbin III | | 01/07/2015 |
| __Signature of Reporting Person | | Date |
| /s/ Benjamin Scott Terry | | 01/07/2015 |
| __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).
- Tempus Applied Solutions, LLC, John G. Gulbin III and Benjamin Scott Terry are filing this Form 3 solely because they may be deemed beneficial owners pursuant to Section 13(d) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), of 1,766,250 shares of common stock, par value \$0.0001 per share of Chart Acquisition Corp. (the "Shares"). The Shares are subject to a Supporting
- (1) Stockholder Agreement dated as of January 5, 2015 among Tempus Applied Solutions, LLC, John G. Gulbin III, Benjamin Scott Terry and the stockholders of Chart Acquisition Corp. named therein. The Supporting Stockholder Agreement was entered into in connection with the Merger Agreement dated as of January 5, 2015 among Tempus Applied Solutions, LLC, John G. Gulbin III, Benjamin Scott Terry, Chart Acquisition Corp. and the other persons named therein.
- For additional information regarding the Supporting Stockholder Agreement and the Merger Agreement, see the Schedule 13D/A filed by Tempus Applied Solutions, LLC, John G. Gulbin III and Benjamin Scott Terry with the Securities and Exchange Commission on January 7, 2015. Tempus Applied Solutions, LLC, John G. Gulbin III and Benjamin Scott Terry each disclaim beneficial ownership of the Shares and this filing shall not be deemed an admission that Tempus Applied Solutions, LLC, John G. Gulbin III and Benjamin Scott Terry are the beneficial owners of such Shares for purposes of Section 16 of the Exchange Act or for any other purposes. Neither Tempus Applied Solutions, LLC nor Messrs. Gulbin or Terry has a 'pecuniary interest' in the Shares.
- (2)
 - (3) Tempus Intermediate Holdings, LLC, John G. Gulbin III and Benjamin Scott Terry filed a Form 3 on July 25, 2014 reporting that they may be deemed to beneficially own pursuant to Section 13(d) of the Exchange Act 1,766,250 shares of common stock, par value \$0.0001 per share of Chart Acquisition Corp. The 1,766,250 shares of common stock of Chart Acquisition Corp. were subject to a Supporting Stockholder Agreement dated as of July 15, 2014 among Tempus Intermediate Holdings, LLC, John G. Gulbin III, Benjamin Scott Terry and the stockholders of Chart Acquisition Corp. named therein (the "Old Supporting Stockholder Agreement"). The Old Supporting

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Stockholder Agreement was entered into in connection with the Equity Transfer and Acquisition Agreement dated as of July 15, 2014, among Tempus Intermediate Holdings, LLC, John G. Gulbin III, Benjamin Scott Terry, Chart Acquisition Corp. and the other persons named therein.

- (4) (Continued from Footnote 3) On January 5, 2015, the Equity Transfer and Acquisition Agreement and the Old Supporting Stockholder Agreement were terminated effective immediately.

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.