

Ampio Pharmaceuticals, Inc.
Form SC 13G/A
February 13, 2014

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Ampio Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

03209T109

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 03209T109

- | | | |
|---|---|---|
| 1. | Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only) | |
| | ACT Capital Management, LLLP (I.R.S. Identification No. 14-1895400) | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | |
| | (b) <input type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
684,500 |
| | 6. | Shared Voting Power
0 (1) |
| | 7. | Sole Dispositive Power
684,500 shares |
| | 8. | Shared Dispositive Power
3,100,000 (1) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
3,100,000 (1) | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
7.4% (1) | |
| 12. | Type of Reporting Person (See Instructions)
PN | |

(1) Amir L. Ecker and Carol G. Frankenfield are each a General Partner of ACT Capital Management, LLLP. See Item 4 of this Schedule.

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1. Names of Reporting Persons
Amir L. Ecker
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States
5. Sole Voting Power
1,621,600 (2)
6. Shared Voting Power
958,000 (2)
7. Sole Dispositive Power
0 shares (2)
8. Shared Dispositive Power
3,100,000 (2)
9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,100,000 (2)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
7.4% (2)
12. Type of Reporting Person (See Instructions)
IN

(2) Amir L. Ecker is a General Partner of ACT Capital Management, LLLP. See Item 4 of this Schedule 13G.

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1. Names of Reporting Persons
Carol G. Frankenfield
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States
5. Sole Voting Power
32,000 (3)
6. Shared Voting Power
684,500 (3)
7. Sole Dispositive Power
0 shares (3)
8. Shared Dispositive Power
3,100,000 (3)
9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,100,000 (3)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
7.4% (3)
12. Type of Reporting Person (See Instructions)
IN

(3) Carol G. Frankenfield is a General Partner of ACT Capital Management, LLLP. See Item 4 of this Schedule 13G.

Item 1.

- (a) Name of Issuer
Ampio Pharmaceuticals, Inc.
- (b) Address of Issuer's Principal Executive Offices
5445 DTC Parkway, Suite 925

Greenwood Village, CO 80111

Item 2.

- (a) Name of Person Filing
ACT Capital Management, LLLP

Amir L. Ecker
- (b) Address of Principal Business Office or, if none, Residence
Carol G. Frankenfield
2 Radnor Corporate Center, Suite 111

Radnor, PA 19087
- (c) Citizenship
ACT Capital Management, LLLP Delaware USA
- (d) Title of Class of Securities
Amir L. Ecker and Carol G. Frankenfield are U.S. Citizens
Common Stock
- (e) CUSIP Number
047438205

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
 - (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

ACT Capital Management, LLLP is the beneficial owner of 2,788,600 shares of common stock of the Issuer and 3,114 immediately exercisable options, or approximately 7.4% of the total number of shares of common stock of the Issuer outstanding. Amir L. Ecker and Carol G. Frankenfield are the General Partners of ACT Capital Management, LLLP. Investment decisions made on behalf of ACT Capital Management, LLLP are made primarily by its General Partners.

- (a) Amount beneficially owned:
- (1) 3,100,000
 - (2) 3,100,000 (Mr. Ecker may be deemed a beneficial owner of the shares held by ACT Capital Management, LLLP solely because he is a General Partner of that partnership.)
 - (3) 3,100,000 (Ms. Frankenfield may be deemed a beneficial owner of the shares held by ACT Capital Management, LLLP solely because she is a General Partner of that partnership.)
- (b) Percent of class:
- (1) 7.4%
 - (2) 7.4%
 - (3) 7.4%
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote
 - (1) 684,500
 - (2) 1,621,600
 - (3) 32,000
 - (ii) Shared power to vote or to direct the vote
 - (1) 0
 - (2) 958,000
 - (3) 684,500
 - (iii) Sole power to dispose or to direct the disposition of
 - (1) 684,500
 - (2) 0
 - (3) 0
 - (iv) Shared power to dispose or to direct the disposition of
 - (1) 3,100,000
 - (2) 3,100,000

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(3) 3,100,000

The percentages set forth in this Schedule 13G are based upon the total number of shares of the Issuer's common stock outstanding of 42,065,031 shares based on information provided by the Issuer.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Item 8. Identification and Classification of Members of the Group

Item 9. Notice of Dissolution of Group

Item 10.

Certification

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.

DATE: February 11, 2014

By: /s/ Amir L. Ecker
Amir L. Ecker

DATE: February 11, 2014

By: /s/ Carol G. Frankenfield
Carol G. Frankenfield

ACT CAPITAL MANAGEMENT, LLLP, by its
General Partner, Amir L. Ecker

DATE: February 11, 2014

By: /s/ Amir L. Ecker
General Partner

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

JOINT FILING AGREEMENT

The undersigned, the Reporting Persons named in Schedule 13G, hereby agree that this Schedule 13G Amendment No. 1 is filed on behalf of them and that each Reporting Person is responsible for the timely filing of any other amendments to the Schedule 13G. Each Reporting Person further agrees that each of them is responsible for the completeness and accuracy of the information concerning such Reporting Person, respectively, contained in this Schedule 13G and that each of them is not responsible for the completeness or accuracy of the information concerning the other Reporting Persons.

IN WITNESS WHEREOF, the undersigned have executed this Joint Filing Agreement as of February 7, 2014.

DATE: February 11, 2014

By: /s/ Amir L. Ecker
Amir L. Ecker

DATE: February 11, 2014

By: /s/ Carol G. Frankenfield
Carol G. Frankenfield

ACT CAPITAL MANAGEMENT, LLLP, by its
General Partner, Amir L. Ecker

DATE: February 11, 2014

By: /s/ Amir L. Ecker
General Partner