

METTLER ROBERT L
 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 *
METTLER ROBERT L

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)

P.O. BOX 1209

(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

RANCHO SANTE FE,, CA 92067

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/08/2018 | | J | | 31,300 <u>(2)</u> | D | <u>(1)</u> 5,000 |
| Common Stock | | | | | | | 10,000 <u>(3)</u> |

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 of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------------------------------|
| Warrants | \$ 12.5 | 01/08/2018 | | J | 5,000 | (4) (5) | Common Stock | 5,000 (6) |
| Right | (7) | | | | | (8) (9) | Common Stock | 1,000 (6) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| METTLER ROBERT L P.O. BOX 1209 RANCHO SANTE FE,, CA 92067 | | | X | |

Signatures

/s/ Robert L. Mettler 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 Reporting Person and the purchasers (the "Purchasers") 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 sponsor insider shares acquired by Reporting Person in connection with the initial public offering of the Issuer.
 - (3) Represents the shares of common stock underlying the 10,000 Units of the Issuer that the Reporting Person owns pursuant to the initial public offering of the Issuer. 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.
 - (4) Latter of (i) completion of initial business combination and (ii) 12 months from date of prospectus.
 - (5) 3 years after completion of initial business combination.

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- (6) Represents the shares of common stock underlying the 10,000 Units of the Issuer that the Reporting Person acquired pursuant to the initial public offering of the Issuer. 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.
- (7) N/A
- (8) 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.
- (9) 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 is no longer a Rep

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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