

HECKTMAN JEFFREY BRUCE
Form 4
February 26, 2018

FORM 4

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

OMB APPROVAL

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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 *
HECKTMAN JEFFREY BRUCE

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)

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

5 REVERE DRIVE, SUITE 2056

11/24/2015

(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

NORTHBROOK,, IL 60062

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/24/2015		P		15,650	A	\$ 0.02
					435,709 ⁽²⁾	I	See footnote ⁽¹⁾
Common Stock	11/24/2015		P		5,000	A	\$ 10
					127,500 ⁽³⁾	I	See footnote ⁽¹⁾
Common Stock	01/08/2018		J		435,709	D	⁽⁴⁾ 0 ⁽²⁾
					5,000	D	See footnote ⁽¹⁾

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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)	
					V	(A)	(D)	Date Exercisable	Expiration Date		
Warrants	\$ 12.5	11/24/2015		P		2,500		(5)	(6)	Common Stock	2,500 (7)
Right	(8)	11/24/2015		P		500		(9)	(10)	Common Stock	500 (7)
Warrants	\$ 12.5	01/08/2018		J		63,750		(5)	(6)	Common Stock	63,750
Right	(8)							(9)	(10)	Common Stock	12,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HECKTMAN JEFFREY BRUCE 5 REVERE DRIVE, SUITE 2056 NORTHBROOK,, IL 60062	X	X		

Signatures

/s/ Jeffrey Bruce
Hecktman 02/26/2018

**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) Represents the shares of common stock beneficially owned by Hilco Merchant Resources, LLC ("Hilco"), of which the Reporting Person has sole voting and investment power.
- (2) Represents sponsor insider shares acquired by Hilco in connection with the initial public offering of the Issuer and 15,650 insider shares acquired pursuant to a private purchase on November 24, 2015 (the "2015 Purchase").
- (3) Represents the shares of common stock underlying the 127,500 Units of the Issuer that Hilco owns pursuant to the initial public offering and the 2015 Purchase. 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) 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"), Hilco 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.
- (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 5,000 Units of the Issuer that Reporting Person acquired pursuant to the 2015 Purchase. Each Unit consists of one share of common stock, one Right, and one Warrant.
- (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 e a business combination is extended), the Issuer will be dissolved and the Rights will expire worthless.
- (11) Represents the shares of common stock underlying the 127,500 Units of the Issuer that Hilco owns pursuant to the initial public offering and the 2015 Purchase. 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.

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.

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.