

Chart Acquisition Corp.
Form 4
July 31, 2015

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 *
BACON LOUIS M

(Last) (First) (Middle)

1251 AVE OF THE AMERICAS

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Chart Acquisition Corp. [CACG]

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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) Price			
Common Stock	07/31/2015		S	962,500	D 0	I	See footnote (2) (3)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Security (Instr. 3 and 4)
Warrants (Right to Buy)	\$ 11.5	07/31/2015		P	1,766,101 (4)	(5) (5)	Common Stock
Warrants (Right to Buy)	\$ 11.5	07/31/2015		S	1,766,101 (4)	(5) (5)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BACON LOUIS M 1251 AVE OF THE AMERICAS NEW YORK, NY 10020		X		
Kendall Family Investments, LLC 1251 AVENUE OF THE AMERICAS NEW YORK, NY 10020		X		

Signatures

/s/ James E. Kaye, Attorney-in-Fact of Louis M. Bacon 07/31/2015
 **Signature of Reporting Person Date

/s/ James E. Kaye, Vice President, Kendall Family Investments 07/31/2015
 **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).
- The stockholders of Chart Acquisition Corp. (the "Issuer") approved the initial business combination of the Issuer and Tempus Applied Solutions, LLC under a new holding company called Tempus Applied Solutions Holdings, Inc. ("TASH") and the initial business combination was consummated on July 31, 2015 (the "Business Combination"). In connection with the Business Combination, the Reporting Persons disposed of their shares of common stock of the Issuer in exchange for 962,500 shares of TASH common stock on July 31, 2015.
- This Form 4 is being filed (a) by Louis M. Bacon ("Mr. Bacon") who controls Kendall Family Investments, LLC ("Kendall"), and (b) by Kendall. This Form 4 relates to shares of common stock and warrants of the Issuer (the "Securities") indirectly held by Kendall. As the control person of Kendall, Mr. Bacon may be deemed to be the beneficial owner of the Securities beneficially owned by Kendall.
- (3) The filing of this statement shall not be deemed an admission that any of the Reporting Persons are the beneficial owner of any securities not held directly for its account for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise.
- (4)

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Each warrant (the "Chart Warrants") entitles the Reporting Persons to purchase one share of the Issuer's common stock. The Reporting Persons obtained 212,500 Chart Warrants in a private placement of units consisting of one share of Issuer common stock and one Chart Warrant at a price of \$10 per unit that occurred simultaneously with the initial public offering of the Issuer. The Reporting Persons acquired 4,366 Chart Warrants in a warrant tender offer that closed in September 2014, 366,917 Chart Warrants in a warrant tender offer that closed in March 2015, and 1,182,318 Chart Warrants in a warrant tender offer that closed in June 2015, in each case, at a price per warrant of \$0.30. In connection with the Business Combination, the Reporting Persons disposed of all of their Chart Warrants in exchange for warrants to purchase 1,766,101 shares of TASH common stock at an exercise price of \$11.50 per share.

- The terms of the Chart Warrants state that they are exercisable at any time commencing on the later of December 19, 2013 or 30 days after the consummation of the Business Combination and expiring five years after the date of the consummation of the Business
- (5) Combination at 5:00 p.m. New York time, or earlier upon redemption or the Issuer's liquidation. The first date on which no material contingencies to the exercisability of the Chart Warrants existed was July 31, 2015, the date of the consummation of the Business Combination.

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.