

AMP Holding Inc.
Form 4
June 06, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Burns Stephen S.

(Last) (First) (Middle)

C/O AMP HOLDING INC., 100
COMMERCE DRIVE

(Street)

LOVELAND, OH 45140

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AMP Holding Inc. [AMPD]

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

05/23/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

PRESIDENT

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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 Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK, \$0.001 PAR VALUE	05/28/2014		P	500,000	A \$ 0.1 8,173,367	I (2)	N/A
COMMON STOCK, \$0.001 PAR VALUE	05/23/2014		P	1,087,000	A \$ 0.1 7,673,367	D	

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A M S
COMMON STOCK PURCHASE WARRANT	\$ 0.15	05/23/2014		P		543,500		05/23/2014	05/23/2017	COMMON STOCK	5
STOCK OPTIONS	\$ 0.29	03/15/2013		P		400,000		03/15/2013	05/25/2018	COMMON STOCK	4
COMMON STOCK PURCHASE WARRANT	\$ 0.25	11/29/2012		P		100,000		05/02/2012	05/02/2015	COMMON STOCK	
COMMON STOCK PURCHASE WARRANT	\$ 0.25	06/30/2012		P		389,250		06/30/2012	06/30/2015	COMMON STOCK	3
STOCK OPTIONS	\$ 0.6							05/25/2011	05/25/2016	COMMON STOCK	5
COMMON STOCK PURCHASE WARRANT	\$ 2							05/25/2011	05/25/2016	COMMON STOCK	5
COMMON STOCK PURCHASE WARRANT	\$ 2							12/08/2010	12/08/2015	COMMON STOCK	3
STOCK OPTIONS	\$ 0.11	12/04/2010		P		300,000		12/04/2010	12/04/2015	COMMON STOCK	3
STOCK OPTIONS	\$ 0.72							12/08/2010	12/08/2020	COMMON STOCK	3
STOCK OPTIONS	\$ 0.4	05/12/2010		P		600,000		12/08/2010	05/12/2015	COMMON STOCK	6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burns Stephen S. C/O AMP HOLDING INC. 100 COMMERCE DRIVE LOVELAND, OH 45140	X		PRESIDENT	

Signatures

/s/ Stephen S.
Burns

06/06/2014

**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).

On May 23, 2014 Mr. Burns and the Company converted an aggregate of \$108,700 that Mr. Burns deposited and/or loaned to the

(1) Company into 1,087,000 shares of the Company's common stock and a common stock purchase warrant to acquire 543,500 shares of common stock at \$0.15 per share.

(2) Shares of common stock are held by Deborah Sue Burns, the wife of Stephen Burns.

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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