

Carpenter Scott K
Form 3
June 16, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Carpenter Scott K

(Last) (First) (Middle)

C/O GREAT AMERICAN
GROUP, INC.,Â 21860
BURBANK BLVD., SUITE 300
SOUTH

(Street)

WOODLAND
HILLS,Â CAÂ 91367

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/16/2010

3. Issuer Name **and** Ticker or Trading Symbol
Great American Group, Inc. [GAMR]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Executive VP, Retail Services

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

54,843 (1) (2) (3) (4) (5)

D Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carpenter Scott K C/O GREAT AMERICAN GROUP, INC. 21860 BURBANK BLVD., SUITE 300 SOUTH WOODLAND HILLS, CA 91367	Â	Â	Â Executive VP, Retail Services	Â

Signatures

/s/ Scott K.
Carpenter

06/16/2010

Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 reporting person acquired these securities on July 31, 2009, as consideration for the reporting person's interest in the Great American Group, LLC ("GAG, LLC") Phantom Equityholder Plan. The issuer acquired GAG, LLC on July 31, 2009 pursuant to the Agreement and Plan of Reorganization, dated as of May 14, 2009, as amended by Amendment No. 1 to Agreement and Plan of Reorganization, dated as of May 29, 2009, Amendment No. 2 to Agreement and Plan of Reorganization, dated as of July 8, 2009, and Amendment No. 3 to Agreement and Plan of Reorganization, dated as of July 28, 2009 (as amended, the "Purchase Agreement"), among, inter alia, Alternative Asset Management Acquisition Corp. ("AAMAC"), the issuer, which was then a wholly-owned subsidiary of AAMAC, AAMAC Merger Sub, Inc., then a wholly-owned subsidiary of the issuer, GAG, LLC, the GAG, LLC Members and the representative of the GAG, LLC (including the reporting person).

In addition, the Purchase Agreement provides for the issuance of an aggregate of up to 129,107 additional shares of common stock (the "Contingent Stock Consideration") to the reporting person as follows: (a) in the event GAG, LLC achieves any one of (i) \$45.0 million in Adjusted EBITDA (as defined in the Purchase Agreement) for the 12 months ending December 31, 2009, (ii) \$47.5 million in Adjusted EBITDA for the 12 months ending March 31, 2010, or (iii) \$50.0 million in Adjusted EBITDA for the 12 months ending June 30, 2010, the issuer will be obligated to issue to the reporting person 43,036 shares of the Contingent Stock Consideration; (b) in the event GAG, LLC achieves \$55.0 million in Adjusted EBITDA (as defined in the Purchase Agreement) for the fiscal year ending December 31, 2010, then the issuer will be obligated to issue to the reporting person 43,036 shares of the Contingent Stock Consideration; and

(c) in the event GAG, LLC achieves \$65.0 million in Adjusted EBITDA (as defined in the Purchase Agreement) for the fiscal year ending December 31, 2011, then the issuer will be obligated to issue to the reporting person 43,036 shares of the Contingent Stock Consideration; provided, however, that if the issuer does not achieve the December 31, 2010 Adjusted EBITDA target but does achieve the December 31, 2011 Adjusted EBITDA target, then the issuer will be obligated to issue to the reporting person 86,071 shares of the Contingent Stock Consideration. The issuance of Contingent Stock Consideration will be in accordance with the Purchase Agreement. The issuer did not achieve the Adjusted EBITDA target for the year ending December 31, 2009.

The Contingent Stock Consideration will be issued to the reporting person to the extent earned and with respect to the applicable target period, in three equal installments, beginning on the first anniversary of the closing of the Acquisition and issuable on each anniversary of the closing of the Acquisition thereafter in accordance with the Purchase Agreement. If none of the Adjusted EBITDA targets are achieved, then the reporting person will not receive any of the shares listed above. The Acquisition Agreement and an Amendment Agreement and Release between the reporting person and the issuer dated as of July 31, 2009 also provides for the potential future issuance of 171,080 shares of common stock to the reporting person, provided that the reporting person is continuously employed by the issuer on each of the vesting dates.

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- The actual number of shares that may be received by the reporting person may vary based on provisions of the agreements that provide that the reporting person's relative percentage of the total closing stock consideration may increase if other eligible participants terminate
- (5) their employment prior to the vesting of their right to receive the shares of common stock. The vesting dates are July 31, 2010 and January 31, 2011. Of these shares, 34,216 shares are subject to an indemnity escrow and are subject to forfeiture during the escrow period to satisfy certain indemnification claims.

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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