

BARINGTON/HILCO ACQUISITION CORP.  
 Form 3  
 February 05, 2015

**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)

|   |   |   |  |
|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Nuechterlein Jeffrey D</p> <p>(Last) (First) (Middle)</p> <p>204 SOUTH UNION STREET</p> <p>(Street)</p> <p>ALEXANDRIA,Â VAÂ 22314</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/05/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BARINGTON/HILCO ACQUISITION CORP.<br/>                 [BHACU]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director    <input type="checkbox"/> 10% Owner<br/> <input type="checkbox"/> Officer    <input type="checkbox"/> Other<br/>                 (give title below)    (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 36,300   | D   | Â  |
| Common Stock                       | 10,000 <sup>(1)</sup>                                    | 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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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

|         | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |                  |
|---------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|------------------|
| Warrant | Â (2)            | Â (3)           | Common Stock | 5,000                      | \$ 12.5  | I                                     | See Footnote (1) |
| Right   | Â (4)            | Â (5)           | Common Stock | 1,000                      | \$ (6)   | I                                     | See Footnote (1) |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Nuechterlein Jeffrey D<br>204 SOUTH UNION STREET<br>ALEXANDRIA, VA 22314 | Â X           | Â         | Â       | Â     |

## Signatures

/s/ Jeffrey D.  
Nuechterlein

02/05/2015

\_\_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).

(1) Represents the shares of common stock underlying the 10,000 Units of the Issuer that Mr. Nuechterlein committed to purchase prior to the effective date of the registration statement relating to the Issuer's initial public offering. 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. The purchase of these Units is being made on a private placement basis and will be consummated simultaneously with the consummation of the Issuer's initial public offering.

(2) Latter of (i) Completion of initial business combination and (ii) 12 months from date of prospectus.

(3) 3 years after completion of initial business combination.

(4) 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.

(5) If the Issuer fails to consummate an initial business combination within eighteen (18) months from the closing of the Issuer's initial public offering (or twenty-four (24) months from the closing of the initial public offering if certain criteria are met), the Issuer will be dissolved and the Rights will expire worthless.

(6) N/A

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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