

Brady Christopher D.
Form 4
December 21, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Brady Christopher D.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O THE CHART GROUP, LP, 75
ROCKAFELLER PLAZA, 14TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2012

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

(Street)
NEW YORK, NY 10019

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 11/01/2012 ⁽¹⁾ | 12/19/2012 ⁽¹⁾ | P | 231,250 A 2 | 1,487,031 | I | See footnote (3) (4) (5) |

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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Warrants | \$ 11.5 | 11/01/2012 ⁽¹⁾ | 12/19/2012 ⁽¹⁾ | P | 231,250 | <u>(4)</u> <u>(4)</u> | Common Stock | 231,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Brady Christopher D. C/O THE CHART GROUP, LP 75 ROCKAFELLER PLAZA, 14TH FLOOR NEW YORK, NY 10019 | X | X | PRESIDENT | |
| Chart Group, LP 75 ROCKAFELLER PLAZA, 14TH FLOOR NEW YORK, NY 10019 | | X | | |
| Chart Acquisition Group LLC 75 ROCKAFELLER PLAZA, 14TH FLOOR NEW YORK, NY 10019 | | X | | |

Signatures

/s/ Christopher D. Brady, as manager of The Chart Group L.P., managing member Chart Acquisition Group LLC 12/21/2012

__Signature of Reporting Person Date

/s/ Christopher D. Brady, as manager of The Chart Group L.P. 12/21/2012

__Signature of Reporting Person Date

/s/ Christopher D. Brady 12/21/2012

__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) Reported securities acquired pursuant to that certain Third Amended and Restated Unit Subscription Agreement dated as of November 1, 2012 by and among Chart Acquisition Group LLC and the Issuer.
 - (2) The reported securities are included within 231,250 Units purchased by the reporting person for \$10.00 per Unit. Each Unit consists of one share of Common Stock and one warrant to purchase one share of Common Stock. Such shares and warrants, respectively, are identical to the shares of Common Stock and warrants, respectively, included in the units sold in the Issuer's initial public offering ("IPO"), except for those differences set forth in the Issuer's IPO prospectus filed with the Commission on December 14, 2012. Such

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shares and warrants, respectively, are also subject to certain transfer restrictions. Such warrants may be exercised for cash or on a cashless basis, and are not subject to being called for redemption.

- (3) Mr. Brady indirectly owns the 231,250 Units reported herein through his membership interest in Antwerp L.L.C, the general partner of The Chart Group L.P. which is the sole managing member of Chart Acquisition Group LLC.

- (4) Each warrant is exercisable to purchase one share of Common Stock at an exercise price of \$11.50 during the period commencing on the later of (i) twelve (12) months from the date of the closing of the Issuer's initial public offering or (ii) 30 days following the consummation of the Company's initial business combination (the "Business Combination"), and expiring on the fifth anniversary of the consummation of the Issuer's Business Combination.

- (5) Each reporting person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such reporting person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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