

Chart Acquisition Corp.
Form 4
June 19, 2015

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 *
BlueMountain Capital Management, LLC

(Last) (First) (Middle)

280 PARK AVENUE, 12TH FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/18/2015

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 Indirect Ownership (Instr. 4) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(4)</u> <u>(6)</u> | 06/18/2015 | | J | | 75,768 | D | \$ 10 | 527,547 | I | Footnotes <u>(1)</u> <u>(2)</u> <u>(4)</u> |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(4)</u> <u>(6)</u> | 06/18/2015 | | J | | 75,768 | D | \$ 10 | 448,814 | I | Footnotes <u>(1)</u> <u>(2)</u> <u>(4)</u> |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(4)</u> <u>(6)</u> | 06/18/2015 | | J | | 75,768 | D | \$ 10 | 18,020 | I | Footnotes <u>(1)</u> <u>(2)</u> <u>(4)</u> |
| Common Stock <u>(1)</u> <u>(2)</u> | 06/18/2015 | | J | | 75,768 | D | \$ 10 | 0 | D | |

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(4) (6)

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

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(9-02)

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 of Underlying Securities (Instr. 3 and 4) | 8. P... Deri... Secu... (Inst... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Warrants <u>(1)</u> <u>(2)</u> <u>(5)</u> <u>(6)</u> | \$ 11.5 | 06/18/2015 | | J | 75,768 | <u>(3)</u> | <u>(3)</u> | Common Stock | 75,768 |
| Warrants <u>(1)</u> <u>(2)</u> <u>(5)</u> <u>(6)</u> | \$ 11.5 | 06/18/2015 | | J | 75,768 | <u>(3)</u> | <u>(3)</u> | Common Stock | 75,768 |
| Warrants <u>(1)</u> <u>(2)</u> <u>(5)</u> <u>(6)</u> | \$ 11.5 | 06/18/2015 | | J | 75,768 | <u>(3)</u> | <u>(3)</u> | Common Stock | 75,768 |
| Warrants <u>(1)</u> <u>(2)</u> <u>(5)</u> <u>(6)</u> | \$ 11.5 | 06/18/2015 | | J | 75,768 | <u>(3)</u> | <u>(3)</u> | Common Stock | 75,768 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BlueMountain Capital Management, LLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017 | | X | | |
| BlueMountain GP Holdings, LLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017 | | X | | |
| | | X | | |

BlueMountain Long/Short Credit GP, LLC
280 PARK AVENUE, 12TH FLOOR
NEW YORK, NY 10017

BlueMountain Long/Short Credit Master Fund L.P.
280 PARK AVENUE, 12TH FLOOR
NEW YORK, NY 10017

X

Signatures

| | |
|---|------------|
| BlueMountain Capital Management, LLC, By: /s/ Paul Friedman, Chief Compliance Officer | 06/19/2015 |
| __Signature of Reporting Person | Date |
| BlueMountain GP Holdings, LLC, By: /s/ Paul Friedman, Chief Compliance Officer | 06/19/2015 |
| __Signature of Reporting Person | Date |
| BlueMountain Long/Short Credit GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Paul Friedman, Chief Compliance Officer | 06/19/2015 |
| __Signature of Reporting Person | Date |
| BlueMountain Long/Short Credit Master Fund L.P., By: BlueMountain Long/Short Credit GP, LLC, By: BlueMountain GP Holdings, LLC, By: /s/ Paul Friedman, Chief Compliance Officer | 06/19/2015 |
| __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).

(1) The filing of this Form 4 shall not be construed as an admission that any of BlueMountain Capital Management, LLC ("BMCM"), GP Holdings (as defined in Footnote 2) or the General Partner (as defined in Footnote 2) is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise the beneficial owner of any of (i) the shares of Common Stock, par value \$0.0001 per share (the "Common Stock"), of Chart Acquisition Corp. (the "Issuer"), or (ii) the warrants to purchase Common Stock (the "Warrants"). Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of BMCM, GP Holdings, and the General Partner disclaims such beneficial ownership, except to the extent of its respective pecuniary interest.

(2) BMCM is the investment manager of BlueMountain Long/Short Credit Master Fund L.P. ("BMLSC"). BMCM, although it directs the voting and disposition of the Common Stock and Warrants held by BMLSC, only receives an asset-based fee relating to the Common Stock and Warrants held by BMLSC. BlueMountain Long/Short Credit GP, LLC (the "General Partner") is the general partner of BMLSC and has an indirect profits interest in the Common Stock and Warrants beneficially owned by it. BlueMountain GP Holdings, LLC ("GP Holdings") is the sole owner of the General Partner and thus has an indirect profits interest in the Common Stock and Warrants beneficially owned by BMLSC.

(3) No expiration date or date exercisable are provided because the Warrants may be exercised only subject to certain restrictions set forth in Exhibit 4.4 to the Issuer's report on Form 8-K filed with the Securities and Exchange Commission on December 19, 2012.

(4) In connection with a redemption offer by the Issuer that closed on June 18, 2015, BMLSC redeemed 75,768 shares of Common Stock, representing all of the Common Stock held by it.

(5) In connection with a tender offer by the Issuer that closed on June 18, 2015, BMLSC tendered to the Issuer 75,768 Warrants, representing all of the Warrants held by it.

(6) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16(a)-3(j) under the Exchange Act.

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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