

Tecnoglass Inc.
Form SC 13D/A
January 13, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)**

(Amendment No. 2)*

TECNOGLASS INC.
(Name of Issuer)

Ordinary Shares, par value \$0.0001 per share
(Title of Class of Securities)

G87264 100
(CUSIP Number)

Jose M. Daes, Chief Executive Officer

Energy Holding Corporation

c/o Tecnoglass Inc.

Avenida Circunvalar a 100 mts de la Via 40

Barrio Las Flores

Barranquilla, Colombia

(57)(5) 3734000

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

December 31, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information that would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSONS

Energy Holding Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)

(a) ☐
(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

NUMBER OF	21,621,442
SHARES	8 SHARED VOTING POWER
BENEFICIALLY	
OWNED BY	0
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	
PERSON	21,621,442
WITH	10 SHARED DISPOSITIVE POWER
	0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,621,442

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐
(see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

65.1%

14 TYPE OF REPORTING PERSON (see instructions)

CO

CUSIP No. G87264 100 SCHEDULE 13D Page 3 of 11 Pages

1 NAMES OF REPORTING PERSONS

Joaquin Fernandez

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)

(a) ☐

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES	7 SOLE VOTING POWER
	21,621,442
BENEFICIALLY OWNED BY	8 SHARED VOTING POWER
	0
EACH REPORTING	9 SOLE DISPOSITIVE POWER
	21,621,442
PERSON WITH	10 SHARED DISPOSITIVE POWER
	0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,621,442

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐
(see instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

65.1%

14 TYPE OF REPORTING PERSON (see instructions)

CO

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1 NAMES OF REPORTING PERSONS

Alberto Velilla Becerra

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

2

(see instructions)

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR

☐

2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF 7 **SOLE VOTING POWER**
SHARES 21,621,442

BENEFICIALLY 8 **SHARED VOTING POWER**
OWNED BY 0

EACH 9 **SOLE DISPOSITIVE POWER**
REPORTING 21,621,442

PERSON 10 **SHARED DISPOSITIVE POWER**
WITH 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,621,442

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

65.1%

14 TYPE OF REPORTING PERSON (see instructions)

CO

This Amendment No. 2 amends the Schedule 13D filed jointly with the Securities and Exchange Commission (“SEC”) by Energy Holding Corporation (“EHC”), Joaquin Fernandez and Alberto Velilla Becerra (collectively, the “Reporting Persons”) on April 28, 2014 with respect to ownership of the ordinary shares, par value \$0.0001 per share (“Ordinary Shares”), of Tecnoglass Inc. (formerly known as Andina Acquisition Corporation), a Cayman Islands company (the “Issuer”) as previously amended by Amendment No. 1 thereto (“Amendment No. 1”) filed with the SEC by the Reporting Persons on June 12, 2015 (as previously amended, the “Existing Schedule 13D,” and as amended hereby, this “Schedule 13D”). Except as set forth below, the disclosure in the Existing Schedule 13D remains unchanged. Capitalized terms used herein which are not defined herein have the meaning given to them in the Existing Schedule 13D.

The percentage of beneficial ownership reflected in this Schedule 13D is based upon 33,172,144 Ordinary Shares outstanding as of December 31, 2016.

Item 3. Sources of Funds.

Item 3 of the Existing Schedule 13D is hereby supplemented by adding the following to the end of such Item:

On September 12, 2016, pursuant to the Issuer’s warrant exchange offer for its outstanding warrants, EHC exchanged the Private Warrants for a total of 315,633 ordinary shares.

Also on September 12, 2016, EHC distributed an aggregate of 2,491,503 ordinary shares to its shareholders on a pro rata basis (with certain shareholders foregoing their right to receive such shares).

On November 1, 2016, EHC received an aggregate of 230,172 ordinary shares issued as dividends pursuant to the Issuer’s regular quarterly dividend plan.

On December 20, 2016, pursuant to the Merger Agreement, EHC received an aggregate of 1,500,000 ordinary shares based on the Issuer’s achievement of specified EBITDA targets set forth in such agreement.

Item 4. Purpose of Transaction.

Item 4 of the Existing Schedule 13D is hereby amended and restated in its entirety as follows:

The acquisitions reported on in this Schedule 13D were made for investment purposes. Each of the Reporting Persons may from time to time acquire additional securities for investment purposes, or dispose of securities, in the open market or in private transactions, including without limitation, sales pursuant to the exercise of the registration rights provided by the Registration Rights Agreement described below.

At the date of this Schedule 13D, except as set forth above, and except as is consistent with Mr. Fernandez's position as an executive officer of the Issuer, the Reporting Persons do not have any plans or proposals which would result in:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of the board of directors or management of the Issuer;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure;
- (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
- (j) Any action similar to any of those actions enumerated above.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Existing Schedule 13D is hereby amended and restated in its entirety as follows:

As of the date of this Schedule 13D, EHC holds 21,621,442 Ordinary Shares, which represents approximately 65.1% of the outstanding and issued Ordinary Shares. Messrs. Fernandez and Becerra, as directors of EHC, have shared voting and dispositive power of the Ordinary Shares held by EHC, and may therefore each be deemed to beneficially own all of the shares held by EHC. Neither Mr. Fernandez nor Mr. Becerra holds shares of the Issuer directly. Each of Messrs. Fernandez and Becerra disclaims beneficial ownership of the shares held by EHC, except to the extent of his pecuniary interest thereto.

Except to the extent EHC may in the future make distributions to its shareholders by which its shareholders would receive dividends from, or the proceeds from the sale of, the Ordinary Shares, no other person is known by the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any of the Ordinary Shares acquired by the Reporting Persons.

In the past 60 days, the Reporting Persons have not engaged in any transactions involving the Ordinary Shares of the Issuer except as disclosed in Item 3 above.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated January 13, 2017

ENERGY HOLDING
CORPORATION

By: */s/ Jose M. Daes*
Name: Jose M. Daes
Title: Chief Executive Officer

/s/ Joaquin Fernandez
Joaquin Fernandez

/s/ Alberto Velilla Becerra
Alberto Velilla Becerra

