

BAKSA STEPHEN D
Form 4
April 29, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
BAKSA STEPHEN D

(Last) (First) (Middle)

2 WOODS LANE

(Street)

CHATHAM, NJ 07928

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AMP Holding Inc. [AMPD]

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2013

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)
X Form filed by One Reporting Person
___ 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, \$0.001 par value per share	03/13/2013		A		2,500,000	A	\$ 500,000
Common Stock, \$0.001 par value per share					310,000	I	See Footnote (1)

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

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SEC 1474
(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)	
					Code	V	(A)	(D)	Date Exercisable		Expiration Date
Common Stock Purchase Warrant	\$ 0.4	03/13/2013		A		1,250,000		03/13/2013	03/13/2016	Common Stock, Par Value \$0.001	1,250,000
Common Stock Purchase Warrant	\$ 0.8							12/03/2010	12/03/2013	Common Stock, Par Value \$0.001	83,000
Common Stock Purchase Warrant	\$ 0.8							04/06/2011	04/06/2014	Common Stock, Par Value \$0.001	125,000
Common Stock Purchase Warrant	\$ 0.25							01/31/2012	01/31/2015	Common Stock, Par Value \$0.001	150,000
Common Stock Purchase Warrant	\$ 0.25							05/11/2012	05/11/2015	Common Stock, Par Value \$0.001	50,000
Common Stock Purchase Warrant	\$ 0.25							08/03/2012	08/03/2015	Common Stock, Par Value \$0.001	100,000
Common Stock Purchase Warrant	\$ 0.4							02/21/2013	02/21/2016	Common Stock, Par Value \$0.001	250,000
Common Stock Purchase	\$ 0.8							12/03/2010	12/03/2013	Common Stock, Par Value	83,000

Warrant

\$0.001

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKSA STEPHEN D 2 WOODS LANE CHATHAM, NJ 07928		X		

Signatures

/s/ Stephen D.
Baksa

04/29/2013

**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) Shares held by the Stephen D. Baksa 2012 Trust F/B/O Sarah E. Marra, F/B/O Brian S. Baksa.

On March 13, 2013, the Company entered into a subscription agreement with Mr. Baksa pursuant to which Mr. Baksa purchased

- (2) 2,500,000 shares of the Company's common stock for a purchase price of \$500,000, together with a common stock purchase warrant to acquire 1,250,000 shares of common stock at \$0.40 per share for a period of three years.

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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