

ISZO CAPITAL MANAGEMENT LP

Form 4

November 14, 2017

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ISZO CAPITAL MANAGEMENT
LP

(Last) (First) (Middle)

415 MADISON AVENUE, 14TH
FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AMBASE CORP [ABCP]

3. Date of Earliest Transaction
(Month/Day/Year)
10/11/2017

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, \$0.01 par value ⁽¹⁾ ⁽²⁾	10/11/2017		P		39,360	A	\$ 0.275	7,882,145	I ⁽³⁾
									By IsZo Capital LP
Common Stock, \$0.01 par value ⁽¹⁾ ⁽²⁾	10/13/2017		P		153,491	A	\$ 0.3022	8,035,636	I ⁽³⁾
									By IsZo Capital LP
Common Stock, \$0.01 par value ⁽¹⁾ ⁽²⁾	10/16/2017		P		37,315	A	\$ 0.285	8,072,951	I ⁽³⁾
									By IsZo Capital LP

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Common Stock, \$0.01 par value <u>(1)</u> <u>(2)</u>	10/23/2017	P	268,000	A	\$ 0.28	8,340,951	I ⁽³⁾	By IsZo Capital LP
Common Stock, \$0.01 par value <u>(1)</u> <u>(2)</u>	11/01/2017	P	335,000	A	\$ 0.28	8,675,951	I ⁽³⁾	By IsZo Capital LP

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
ISZO CAPITAL MANAGEMENT LP 415 MADISON AVENUE 14TH FLOOR NEW YORK, NY 10017	Director 10% Owner Officer Other
	X

Signatures

IsZo Capital Management LP, by IsZo Management Corp., General Partner, by /s/ Brian L. Sheehy, President

11/14/2017

 Signature of Reporting Person

Date

11/14/2017

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IsZo Capital LP, by IsZo Capital GP LLC, General Partner, by /s/ Brian L. Sheehy,
Managing Member

__Signature of Reporting Person

Date

IsZo Capital GP LLC, by /s/ Brian L. Sheehy, Managing Member

11/14/2017

__Signature of Reporting Person

Date

/s/ Brian L. Sheehy

11/14/2017

__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) This Form 4 is filed jointly by IsZo Capital Management LP ("IsZo Capital Management"), IsZo Capital LP (the "Fund"), IsZo Capital GP LLC ("IsZo Capital GP"), and Brian L. Sheehy (collectively, the "Reporting Persons").

(2) Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that may be deemed to collectively beneficially own more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein.

(3) Shares are owned directly by the Fund. Each of IsZo Capital Management and IsZo Capital GP as the investment manager and general partner, respectively, of the Fund, and Brian L. Sheehy, as the president of the general partner of IsZo Capital Management and the managing member of IsZo Capital GP, may be deemed to beneficially own the shares of Common Stock owned directly by the Fund.

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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