

Atlas Capital Resources II LP
Form 4
January 17, 2019

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 *
Atlas Capital Resources II LP

2. Issuer Name and Ticker or Trading Symbol
Horizon Global Corp [HZN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 NORTHFIELD STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2019

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

GREENWICH, CT 06830

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, par value \$0.01 per share	01/15/2019		P		92,655	A	\$ 1.9977 (1)	2,603,914	I	See footnotes (4) (5)
Common Stock, par value \$0.01 per share	01/16/2019		P		96,362	A	\$ 2.2224 (2)	2,700,276	I	See footnotes (4) (5)
Common Stock, par value \$0.01 per share	01/17/2019		P		2,100	A	\$ 2.2386	2,702,376	I	See footnotes

value (3) (4) (5)
 \$0.01 per
 share

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)

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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Atlas Capital Resources II LP 100 NORTHFIELD STREET GREENWICH, CT 06830		X		
Lapetus Capital II LLC 100 NORTHFIELD STREET GREENWICH, CT 06830		X		
Atlas Capital GP II LP 100 NORTHFIELD STREET GREENWICH, CT 06830		X		
Atlas Capital Resources GP II LLC 100 NORTHFIELD STREET GREENWICH, CT 06830		X		

Signatures

ATLAS CAPITAL RESOURCES II LP; By: Atlas Capital GP II LP, its general partner; By: Atlas Capital Resources GP II LLC, its general partner; /s/ Timothy J. Fazio, Managing Partner

01/17/2019

__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 price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$1.9400 to \$2.0300. The Reporting Persons undertake to provide any securityholder of the Issuer, the Issuer or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote to this Form 4.

(2) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$1.9900 to \$2.4300. The Reporting Persons undertake to provide any securityholder of the Issuer, the Issuer or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote to this Form 4.

(3) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.2000 to \$2.2500. The Reporting Persons undertake to provide any securityholder of the Issuer, the Issuer or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote to this Form 4.

(4) Lapetus Capital II LLC, a Delaware limited liability company ("Lapetus") is the direct record owner of 2,702,376 shares of Common Stock of the Issuer. Atlas Capital Resources II LP, a Delaware limited partnership ("ACR II"), is the majority and controlling member of Lapetus. Atlas Capital GP II LP, a Delaware limited partnership ("AC GP"), is the general partner of ACR II. Atlas Capital Resources GP II LLC, a Delaware limited liability company ("ACR GP"), is the general partner of AC GP. Lapetus, ACR II, AC GP and ACR GP are collectively referred to as the "Atlas Entities." Andrew M. Bursky and Timothy J. Fazio are each a Managing Partner of ACR GP, and may be deemed to control the Atlas Entities. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended, each of the Atlas Entities, Mr. Bursky and Mr. Fazio may be deemed to have an indirect pecuniary interest in the shares of the Common Stock that are directly held by Lapetus.

(5) In accordance with Instruction 4(b)(iv), the entire amount of the shares of Common Stock that is owned by Lapetus is reported herein. Each of Mr. Bursky, Mr. Fazio, ACR II GP, AC GP and ACR GP disclaims beneficial ownership interest of the Common Stock except, in each case, to the extent it or he has any indirect pecuniary interest therein.

Remarks:

Exhibit List

Exhibit 99.1 - Joint Filers' Names and Addresses

Exhibit 99.2 - Joint Filers' Signatures

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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