

Landaw Jared L.
Form 4
February 21, 2018

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Landaw Jared L.

2. Issuer Name and Ticker or Trading Symbol
BARINGTON/HILCO ACQUISITION CORP. [BHAC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
888 SEVENTH AVENUE, 6TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/24/2015

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

NEW YORK, NY 10019

(City) (State) (Zip)

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

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 | 11/24/2015 | | P | 4,695 (1) A \$ 0.02 | 11,195 | D | |
| Common Stock | 11/24/2015 | | P | 1,500 (2) A \$ 10 | 1,500 | D | |
| Common Stock | 01/08/2018 | | J | 4,695 D (3) | 6,500 | D | |
| Common Stock | | | | | 1,500 (4) | D | |

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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|-----------------|--------------|----------------------------|------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Warrants | \$ 12.5 | 11/24/2015 | | P | | 750 | | (5) | (6) | Common Stock | 750 (2) | \$ 1 |
| Right | (7) | 11/24/2015 | | P | | 150 | | (8) | (9) | Common Stock | 150 (2) | \$ 1 |
| Warrants | \$ 12.5 | 01/08/2018 | | J(3) | | 750 | | (5) | (6) | Common Stock | 750 (4) | (3) |
| Right | (7) | | | | | | | (8) | (9) | Common Stock | 150 (4) | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Landaw Jared L. 888 SEVENTH AVENUE, 6TH FLOOR NEW YORK,, NY 10019 | X | | Secretary | |

Signatures

/s/ Jared L.
Landaw

02/21/2018

**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) 4,695 insider shares were acquired pursuant to a private purchase on November 24, 2015 (the "2015 Purchase").
Represents the shares of common stock underlying the 1,500 Units of the Issuer that the Reporting Person acquired pursuant to the 2015 Purchase. Each unit ("Unit") consists of one share of common stock, one right ("Right") to automatically receive one-tenth of one share of common stock upon consummation of the Issuer's initial business combination and one warrant ("Warrant") for the purchase of one-half of one share of common stock at a price of \$12.50 per full share.
- (2) In connection with the transfer of shares of common stock and warrants of the Issuer, pursuant to an agreement, dated January 3, 2018 (the "Agreement"), between the Issuer, the purchasers party thereto (the "Purchasers"), the Reporting Person and other sellers party thereto, the Purchasers agreed that they would cause to be paid certain obligations of the Issuer in the amount of approximately \$2,213,229.11.
- (3) Represents the shares of common stock underlying the 1,500 Units of the Issuer that the Reporting Person acquired pursuant to the 2015 Purchase. Each Unit consists of one share of common stock and one Right. The related Warrant was transferred to the Purchasers pursuant to the transactions contemplated by the Agreement.
- (4) Latter of (i) completion of initial business combination and (ii) 12 months from date of prospectus.
- (5) 3 years after completion of initial business combination.
- (6) N/A
- (7) Each Right entitles the holder to automatically receive one-tenth (1/10) of one share of the Issuer's common stock upon consummation of the Issuer's initial business combination.
- (8) If the Issuer fails to consummate an initial business combination by June 30, 2018 (unless the date to consummate a business transaction is extended), the Issuer will be dissolved and the Rights will expire worthless.
- (9)

Remarks:

Pursuant to the Agreement, the Reporting Person resigned as an officer and director of the Issuer on January 4, 2018, and is no longer a director of the Issuer.

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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