

Erickson Air-Crane Inc.
Form 4
May 13, 2013

FORM 4

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

OMB APPROVAL

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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 *
Q&U Investments, LLC

(Last) (First) (Middle)

60 EAST 42ND STREET, SUITE 1400

(Street)

NEW YORK, NY 10165

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Erickson Air-Crane Inc. [EAC]

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2013

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)

___ Form filed by One Reporting Person
X 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
|--|------------------------------|------------------|------------|---|------|---|-----|-----|------------------|-----------------|--------------|-------------------------|
| Cumulative Participating Preferred Stock, Series A | (1) | 05/02/2013 | P | 913,732.61 | | | | | (2) | (1) | Common Stock | 913,732.61 |
| Cumulative Participating Preferred Stock, Series A | (1) | 05/02/2013 | P | 391,599.7 | | | | | (2) | (1) | Common Stock | 391,599.7 |
| Cumulative Participating Preferred Stock, Series A | (1) | 05/02/2013 | P | 634,763.77 | | | | | (2) | (1) | Common Stock | 634,763.77 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Q&U Investments, LLC 60 EAST 42ND STREET, SUITE 1400 NEW YORK, NY 10165 | | X | | |
| ZM Private Equity Fund I GP, LLC 60 EAST 42ND STREET, SUITE 1400 NEW YORK, NY 10165 | | X | | |
| ZM PRIVATE EQUITY FUND I LP 60 EAST 42ND STREET, SUITE 1400 NEW YORK, NY 10165 | | X | | |
| ZM Private Equity Fund II GP, LLC 60 EAST 42ND STREET, SUITE 1400 NEW YORK, NY 10165 | | X | | |
| ZM PRIVATE EQUITY FUND II LP 60 EAST 42ND STREET, SUITE 1400 NEW YORK, NY 10165 | | X | | |

Signatures

/s/ Ed Rizzuti, by power of attorney for Quinn Morgan, the managing member of Q&U Investments, LLC

05/13/2013

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| <u>Signature of Reporting Person</u> | Date |
|--|------------|
| /s/ Ed Rizzuti, by power of attorney for Quinn Morgan, the managing member of Q&U Investments, LLC, the managing member of ZM Private Equity Fund I GP, LLC | 05/13/2013 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Ed Rizzuti, by power of attorney for Quinn Morgan, the managing member of Q&U Investments, LLC, the managing member of ZM Private Equity Fund I GP, LLC, the general partner of ZM Private Equity Fund I, L.P. | 05/13/2013 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Ed Rizzuti, by power of attorney for Quinn Morgan, the managing member of Q&U Investments, LLC, the managing member of ZM Private Equity Fund II GP, LLC | 05/13/2013 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Ed Rizzuti, by power of attorney for Quinn Morgan, the managing member of Q&U Investments, LLC, the managing member of ZM Private Equity Fund II GP, LLC, the general partner of ZM Private Equity Fund II, L.P. | 05/13/2013 |
| <u>Signature of Reporting Person</u> | 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 preferred stock is convertible into common stock on a one-for-one basis following the approval by the issuer's stockholders of the issuance of shares of common stock upon such conversion, and has no expiration date.

- (2) The preferred stock was acquired as repayment of approximately \$20.0 million in debt of Evergreen International Aviation, Inc. ("EIA") and for approximately \$3.0 million in cash, in connection with the issuer's acquisition of Evergreen Helicopters, Inc., a subsidiary of EIA, on May 2, 2013

- (3) Shares held directly by ZM Private Equity Fund I, L.P. ("ZM PE Fund I LP"). ZM Private Equity Fund I GP, LLC ("ZM PE Fund I GP"), the general partner of ZM PE Fund I LP, may be deemed to share voting and dispositive power with respect to the shares held by ZM PE Fund I LP. Q&U Investments, LLC, the managing member of ZM PE Fund I GP, may be deemed to share voting and dispositive power with respect to the shares held by ZM PE Fund I LP. Each of these entities disclaims any beneficial ownership of the securities held by ZM PE Fund I LP except to the extent of any pecuniary interest herein.

- (4) Shares held directly by ZM Private Equity Fund II, L.P. ("ZM PE Fund II LP"). ZM Private Equity Fund II GP, LLC ("ZM PE Fund II GP"), the general partner of ZM PE Fund II LP, may be deemed to share voting and dispositive power with respect to the shares held by ZM PE Fund II LP. Q&U Investments, LLC, the managing member of ZM PE Fund II GP, may be deemed to share voting and dispositive power with respect to the shares held by ZM PE Fund II LP. Each of these entities disclaims any beneficial ownership of the securities held by ZM PE Fund II LP except to the extent of any pecuniary interest herein.

- (5) By 10th Lane Finance Co., LLC, of which 10 Lane Partners LLC is the managing member, of which Q&U Investments, LLC is the managing member and may be deemed to share voting and dispositive power with respect to the shares held by 10th Lane Finance Co., LLC. Each of these entities disclaims beneficial interest of such shares, except to the extent of any pecuniary interest therein.

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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