

Morgan Quinn
Form 4
May 13, 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 *
Morgan Quinn

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

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 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) Code | (A) or (D) Disposed of (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|--|------------------------------|------------------|-----------------|---|-----|------------------|-----------------|--------------|----------------------|
| | | | | (A) | (D) | | | | |
| 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 |
| Morgan Quinn 60 EAST 42ND STREET, SUITE 1400 NEW YORK, NY 10165 | X | X | | |

Signatures

/s/ Edward Rizzuti, by Power of Attorney

05/13/2013

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) 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) By ZM Private Equity Fund I, L.P., of which ZM Private Equity Fund I GP, LLC is the general partner, of which Q&U Investments, LLC is the managing member, of which the reporting person is the managing member. The reporting person is deemed to have sole voting and investment power of the issuer's shares held by ZM Private Equity Fund I, L.P., but disclaim beneficial interest of such shares, except to the extent of his pecuniary interest therein.

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- (4) By ZM Private Equity Fund II, L.P., of which ZM Private Equity Fund II GP, LLC is the general partner, of which Q&U Investments, LLC is the managing member, of which the reporting person is the managing member. The reporting person is deemed to have sole voting and investment power of the issuer's shares held by ZM Private Equity Fund II, L.P., but disclaims beneficial interest of such shares, except to the extent of his pecuniary interest therein.
- (5) By 10th Lane Finance Co., LLC, of which 10th Lane Partners LLC is the managing member, of which Q&U Investments, LLC is the managing member, of which the reporting person is the managing member. The reporting person is deemed to have sole voting and investment power of the issuer's shares held by 10th Lane Finance Co., LLC, but disclaims beneficial interest of such shares, except to the extent of his 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.