

LEVITT MICHAEL J

Form 5

February 12, 2013

FORM 5**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).Form 3 Holdings
Reported
Form 4
Transactions
Reported**ANNUAL 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
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
LEVITT MICHAEL J2. Issuer Name **and** Ticker or Trading
Symbol
Great American Group, Inc.
[GAMR]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2012☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)C/O GREAT AMERICAN GROUP,
INC., 21860 BURBANK BLVD.,
SUITE 300

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

WOODLAND HILLS, CA 91367

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	01/25/2012	Â	J ⁽¹⁾	590,981	D	\$ ⁽¹⁾	0	I	See footnote ⁽¹⁾
Common Stock	Â	Â	Â	Â	Â	Â	346,519 ⁽¹⁾	D	Â

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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. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LEVITT MICHAEL J
C/O GREAT AMERICAN GROUP, INC.
21860 BURBANK BLVD., SUITE 300
WOODLAND HILLS, CA 91367

Â X Â Â Â

Signatures

/s/ Michael J.
Levitt

02/12/2013

**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) Reporting Person formerly controlled Stone Tower Capital LLC ("STC"). STC is the general partner of Stone Tower Operating LP ("STO"). STO was the managing member of STC Investment Holdings LLC ("STCIH") prior to its dissolution. STCIH owned 937,500 shares of common stock. In settlement of a previously contracted debt, all such shares were transferred to STCIH's lenders, including 590,981 shares transferred to STO, in a transaction exempt under Section 16(b). Reporting Person disclaims indirect beneficial ownership except to the extent of Reporting Person's pecuniary interest therein. As a result of a pro rata distribution from STO and STC, the Reporting Person received 305,851 shares directly in a transaction exempt under Rule 16a-13.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.