METTLER ROBERT L

Form 4

February 21, 2018

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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	
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(Print or Type Responses)

1. Name and Address of Reporting Person [*] METTLER ROBERT 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) __X__ Director _____ 10% Owner _____ Officer (give title _____ Other (specify below) below)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2018	
P.O. BOX 1209		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
RANCHO SANTE FE,, CA 92067		
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/08/2018		J		31,300 (2)	D	(1)	5,000	D	
Common Stock								10,000 (3)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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. Pric Deriva Securi (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Warrants	$ 12.5	01/08/2018		J		5,000		(4)	(5)	Common Stock	5,000 (6)	(1
Right	(7)							(8)	(9)	Common Stock	1,000 (6)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
METTLER ROBERT L P.O. BOX 1209 RANCHO SANTE FE,, CA 92067	X			

Signatures

/s/ Robert L. Mettler	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) 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 Reporting Person and the purchasers (the "Purchasers") 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.

(2) Represents sponsor insider shares acquired by Reporting Person in connection with the initial public offering of the Issuer.

(3) Represents the shares of common stock underlying the 10,000 Units of the Issuer that the Reporting Person owns pursuant to the initial public offering of the Issuer. 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.

(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)	Represents the shares of common stock underlying the 10,000 Units of the Issuer that the Reporting Person acquired pursuant to the initial public offering of the Issuer. 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.
(7)	N/A
(8)	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.
(9)	If the Issuer fails to consummate an initial business combination by June 30, 2018 (unless the date to consummate a business combination is extended), the Issuer will be dissolved and the Rights will expire worthless.

Remarks:

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

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.

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