

BARINGTON/HILCO ACQUISITION CORP.
 Form 3
 February 05, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 Â MITAROTONDA JAMES A
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 02/05/2015

3. Issuer Name and Ticker or Trading Symbol
 BARINGTON/HILCO ACQUISITION CORP.
 [BHACU]

4. Relationship of Reporting Person(s) to Issuer

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

C/O BARINGTON/HILCO ACQUISITION CORP.,Â 888 SEVENTH AVENUE, 17TH FLOOR

(Street)

NEW YORK,Â NYÂ 10019

(City) (State) (Zip)

(Check all applicable)

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

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	528,875 ⁽¹⁾	I	See Footnote ⁽²⁾
Common Stock	122,500 ⁽³⁾	I	See Footnote ⁽²⁾
Common Stock	7,500	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrant	Â (4)	Â (5)	Common Stock	61,250	\$ 12.5	I	See Footnote (2) (3)
Right	Â (6)	Â (7)	Common Stock	12,250	\$ (8)	I	See Footnote (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MITAROTONDA JAMES A C/O BARINGTON/HILCO ACQUISITION CORP. 888 SEVENTH AVENUE, 17TH FLOOR NEW YORK, NY 10019	Â X	Â X	Â Chief Executive Officer	Â

Signatures

/s/ James A.
Mitarotonda

02/05/2015

**Signature of Reporting
Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Includes the shares of common stock beneficially owned by Barington Companies Advisors, LLC (BCA), as well as BCA's pro rata portion of the 150,000 insider shares that are subject to forfeiture to the extent that the underwriter's over-allotment option in the Company's initial public offering is not fully exercised.

(2) The Reporting Person is the sole stockholder and director of LNA Capital Corp., which is the general partner of Barington Capital Group, L.P., which is the majority member of BCA. The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein, and this report shall not be deemed to be an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(3) Represents the shares of common stock underlying the 122,500 Units of the Issuer that BCA committed to purchase prior to the effective date of the registration statement relating to the Issuer's initial public offering. 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. The purchase of these Units is being made on a private placement basis and will be consummated simultaneously with the consummation of the Issuer's initial public offering.

(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) 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.

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- If the Issuer fails to consummate an initial business combination within eighteen (18) months from the closing of the Issuer's initial public offering (or twenty-four (24) months from the closing of the initial public offering if certain criteria are met), the Issuer will be dissolved and the Rights will expire worthless.
- (7) offering (or twenty-four (24) months from the closing of the initial public offering if certain criteria are met), the Issuer will be dissolved and the Rights will expire worthless.
- (8) N/A

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.