

STG Group, Inc.
Form 3
December 03, 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Lee Simon S. | | (Month/Day/Year) | STG Group, Inc. [GDEF] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 11/23/2015 | | |
| 9131 SOUTHERN BREEZE DRIVE | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input checked="" type="checkbox"/> Other |
| ORLANDO, Â FL Â 32836 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | 13(d) group member | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input checked="" type="checkbox"/> 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 ⁽¹⁾ | 0 | D | Â |
| Common Stock | 8,319,080 | I | By: Simon S. Lee Management Trust ⁽²⁾ ⁽³⁾ |
| Common Stock | 521,039 | I | By: JSL Descendants Trust ⁽²⁾ ⁽³⁾ |
| Common Stock | 511,733 | I | By: Brian Lee Family Trust ⁽²⁾ ⁽³⁾ |

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 <small>(Month/Day/Year)</small> | 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 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------|---------------|-----------|---------|--------------------|
| | Director | 10% Owner | Officer | Other |
| Lee Simon S. 9131 SOUTHERN BREEZE DRIVE ORLANDO, FL 32836 | X | X | | 13(d) group member |
| JSL Descendants Trust 9131 SOUTHERN BREEZE DRIVE ORLANDO, FL 32836 | | | | 13(d) group member |
| Brian Lee Family Descendants Trust 9131 SOUTHERN BREEZE DRIVE ORLANDO, FL 32836 | | | | 13(d) group member |
| Simon S. Lee Management Trust 1036 AZIZA COURT GREAT FALLS, VA 22066 | | X | | 13(d) group member |

Signatures

Simon S. Lee 12/03/2015

**Signature of Date
Reporting Person

Simon S. Lee,
Trustee 12/03/2015

**Signature of Date
Reporting Person

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) Simon S. Lee is filing this Form 3 solely to report having been named as a director and becoming an insider. He will report his acquisitions on a Form 4.
 - (2) The securities are directly held by the trust and are indirectly held by Simon S. Lee as trustee.
 - (3) The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest in the shares.

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.