

Nuechterlein Jeffrey D
 Form 4
 February 21, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Nuechterlein Jeffrey D

2. Issuer Name and Ticker or Trading Symbol
 BARINGTON/HILCO ACQUISITION CORP. [BHAC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 204 SOUTH UNION STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/08/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board

ALEXANDRIA,, VA 22314

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	01/08/2018		J ⁽¹⁾	V Amount 31,300 ⁽²⁾	D 11 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.

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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 or Value of Underlying Securities (Instr. 3 and 4)
Warrants	\$ 12.5	01/08/2018		J	5,000	(4) (5)	Common Stock	5,000
Right	(7)					(8) (9)	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nuechterlein Jeffrey D 204 SOUTH UNION STREET ALEXANDRIA,, VA 22314	X		Chairman of the Board	

Signatures

/s/Jeffrey D.
Nuechterlein

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 purchasers party thereto (the "Purchasers"), the Reporting Person 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.

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- (5) 3 years after completion of initial business combination.
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 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.
- (6) N/A
- (7) 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.
- (8) If the Issuer fails to consummate an initial business combination by June 30, 2018 (unless the date to consummate a transaction 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 and an officer of the Issuer on January 4, 2018, and is

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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