

STG Group, Inc.
Form 4
November 25, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

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 *
Perl Andrew Damian

(Last) (First) (Middle)

C/O STG GROUP, INC., 11091
SUNSET HILLS ROAD, SUITE 200

(Street)

RESTON,, VA 20190

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STG Group, Inc. [GDEF]

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 <u>(1)</u>	11/23/2015		P		1,030,103	A	\$ 10.63	3,754,828	I	See Footnote <u>(4)</u>
Common Stock <u>(2)</u>	11/23/2015		D		445,161	D	\$ 0	3,309,667	I	See Footnote <u>(4)</u>
Common Stock <u>(3)</u>	11/23/2015		D		35,000	D	\$ 0	3,274,667	I	See Footnote <u>(4)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Security (Instr. 3 and 4)
					V	(A) (D)	Date Exercisable	Expiration Date	
Convertible Promissory Note	\$ 10.6 ⁽⁵⁾	11/23/2015		J		\$ 1,263,263	⁽⁵⁾	11/24/2015 ⁽⁵⁾	Common Stock
Convertible Promissory Note	\$ 10.6 ⁽⁵⁾	11/23/2015		J		\$ 1,343,790	⁽⁵⁾	11/24/2015 ⁽⁵⁾	Common Stock
Convertible Promissory Note	\$ 10.6 ⁽⁵⁾	11/23/2015		J		\$ 1,250,000	⁽⁵⁾	11/24/2015 ⁽⁵⁾	Common Stock
Convertible Promissory Note	\$ 10.6 ⁽⁵⁾	11/23/2015		J		\$ 711,447	⁽⁵⁾	11/24/2015 ⁽⁵⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Perl Andrew Damian C/O STG GROUP, INC. 11091 SUNSET HILLS ROAD, SUITE 200 RESTON,, VA 20190	X	X		

Signatures

/s/ Andrew Damian Perl 11/25/2015

**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) Shares acquired pursuant to that certain Amended & Restated Backstop Common Stock Purchase Agreement, dated as of November 23, 2015, by and between Global Defense & National Security Systems, Inc. (the "Company") and Global Defense & National Security Holdings LLC.

(2) Shares forfeited to the Company, pursuant to the Stock Purchase Agreement, dated as of June 8, 2015, by and between the Company, STG Group, Inc., the stockholders of STG Group, Inc. and the other parties thereto (the "Stock Purchase Agreement").

(3) Shares transferred to the stockholders of STG Group, Inc. for no consideration in connection with the closing of the transactions contemplated by the Stock Purchase Agreement.

(4) The Common Stock is held by Global Defense & National Security Holdings LLC, a limited liability company indirectly controlled by Mr. Perl.

(5) Following the consummation of the Issuer's initial Business Combination (as defined in the Issuer's Amended and Restated Certificate of Incorporation then in effect) on November 23, 2015, the convertible promissory note became convertible at the option of the holder at the greater of (1) \$10.00 per share and (2) \$10.60, the 30-day trailing average of the closing price per share. On November 23, 2015, in connection with closing the initial Business Combination and in consideration of the payment by the issuer of the face value of the convertible promissory notes, the outstanding principal due under the convertible promissory notes was repaid and such notes were canceled.

(6) The convertible promissory note is held by Global Defense & National Security Holdings LLC, a limited liability company indirectly controlled by Mr. Perl.

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.