

STG Group, Inc.  
Form 4  
November 25, 2015

**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 \*  
Global Defense & National Security Holdings LLC

(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 \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 <sup>(1)</sup>     | 11/23/2015                           |  | P                              |   | 1,030,103   | A  | \$ 10.63  |
| Common Stock <sup>(2)</sup>     | 11/23/2015                           |  | D                              |   | 445,161   | D  | \$ 0  |
| Common Stock <sup>(3)</sup>     | 11/23/2015                           |  | D                              |   | 35,000  | D  | \$ 0  |

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

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(9-02)

number.

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Convertible Promissory Note                | \$ 10.6 <sup>(4)</sup>                                 | 11/23/2015                           |  | J                              | \$ 1,263,263  | <sup>(4)</sup> 11/24/2015 <sup>(4)</sup>                 | Common Stock  |
| Convertible Promissory Note                | \$ 10.6 <sup>(4)</sup>                                 | 11/23/2015                           |  | J                              | \$ 1,343,790  | <sup>(4)</sup> 11/24/2015 <sup>(4)</sup>                 | Common Stock  |
| Convertible Promissory Note                | \$ 10.6 <sup>(4)</sup>                                 | 11/23/2015                           |  | J                              | \$ 1,250,000  | <sup>(4)</sup> 11/24/2015 <sup>(4)</sup>                 | Common Stock  |
| Convertible Promissory Note                | \$ 10.6 <sup>(4)</sup>                                 | 11/23/2015                           |  | J                              | \$ 711,447  | <sup>(4)</sup> 11/24/2015 <sup>(4)</sup>                 | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Global Defense & National Security Holdings LLC<br>C/O STG GROUP, INC.<br>11091 SUNSET HILLS ROAD, SUITE 200<br>RESTON, VA 20190 |               | X         |         |       |

## Signatures

/s/ Damian Perl, Manager, Black  
Marlin Ltd 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).

Shares acquired pursuant to that certain Amended and Restated Backstop Common Stock Purchase Agreement, dated as of November 23, (1) 2015, by and between Global Defense & National Security Systems, Inc. (the "Company") and Global Defense & National Security Holdings LLC.

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- (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.

- 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.
- (4)

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.