

Chart Acquisition Corp.
Form 3/A
May 20, 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 BlueMountain GP Holdings, LLC | | | (Month/Day/Year) | Chart Acquisition Corp. [CACGU] | |
| (Last) | (First) | (Middle) | 05/11/2015 | | |
| 280 PARK AVENUE, 12TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | 05/14/2015 |
| NEW YORK, NY 10017 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 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 |
| (City) | (State) | (Zip) | | | |

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) |
|------------------------------------|--|---|--|

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)

| | | | | | |
|---|---|--|--|--|--|
| 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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of | Security | Security: Direct (D) | |

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|---|--------------|--------------|--------------|---------|---------|----------------------------------|---|
| Warrants <u>(8)</u> <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(7)</u> | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 603,315 | \$ 11.5 | I | Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(7)</u> |
| Warrants <u>(8)</u> <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(7)</u> | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 524,582 | \$ 11.5 | I | Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(7)</u> |
| Warrants <u>(8)</u> <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(7)</u> | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 378,089 | \$ 11.5 | D | Â |
| Warrants <u>(8)</u> <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(7)</u> | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 75,768 | \$ 11.5 | D | Â |
| Warrants <u>(8)</u> <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(7)</u> | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 18,020 | \$ 11.5 | D | Â |
| Warrants <u>(8)</u> <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(7)</u> | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 38,991 | \$ 11.5 | D | Â |
| Warrants <u>(8)</u> <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(7)</u> | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 13,714 | \$ 11.5 | D | Â |
| Warrants <u>(8)</u> <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(7)</u> | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 21,648 | \$ 11.5 | D | Â |
| Warrants <u>(8)</u> <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(7)</u> | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 57,085 | \$ 11.5 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BlueMountain GP Holdings, LLC 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017 | Â | Â X | Â | Â |
| BlueMountain Timberline Ltd. 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017 | Â | Â X | Â | Â |
| BlueMountain Monteners Master Fund SCA SICAV-SIF 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017 | Â | Â X | Â | Â |
| BlueMountain Monteners GP S.a.r.l. 280 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10017 | Â | Â X | Â | Â |

Signatures

BlueMountain GP Holdings, LLC, By: /s/ Paul Friedman, Chief Compliance Officer 05/20/2015
**Signature of Reporting Person Date

BlueMountain Timberline Ltd., By: /s/ Andrew Feldstein, Director 05/20/2015

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| | |
|--|------------|
| __Signature of Reporting Person | Date |
| BlueMountain Monteners Fund SCA SICAV-SIF, By: BlueMountain Monteners GP S.a r.l., By: /s/ Paul Friedman, Authorized Person | 05/20/2015 |
| __Signature of Reporting Person | Date |
| BlueMountain Monteners GP S.a r.l., By: /s/ Paul Friedman, Authorized Person | 05/20/2015 |
| __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) The Reporting Persons previously filed a Form 3 on May 14, 2015 with respect to their respective ownership of shares of Common Stock, par value \$0.0001 per share (the "Common Stock"), of Chart Acquisition Corp. (the "Issuer"). This Form 3 relates solely to the Reporting Persons' respective ownership of warrants to purchase Common Stock (the "Warrants"). The filing of this Form 3 shall not be construed as an admission that any of BlueMountain Capital Management, LLC ("BMCM"), GP Holdings (as defined in Footnote 5) or the General Partners (as defined in Footnote 4) is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise the beneficial owner of any Warrants. Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of BMCM, GP Holdings, and the General Partners disclaims such beneficial ownership, except to the extent of its respective pecuniary interest.

(2) BMCM is the investment manager of each of: (i) Blue Mountain Credit Alternatives Master Fund L.P. ("BMCA"), which is the direct beneficial owner of 378,089 Warrants; (ii) BlueMountain Long/Short Credit Master Fund L.P. ("BMLSC"), which is the direct beneficial owner of 75,768 Warrants; (iii) BlueMountain Guadalupe Peak Fund L.P. ("BMGP"), which is the direct beneficial owner of 18,020 Warrants; (iv) BlueMountain Equity Alternatives Master Fund L.P. ("BMEA"), which is the direct beneficial owner of 38,991 Warrants; (v) BlueMountain Kicking Horse Fund L.P. ("BMKH" and, together with BMCA, BMLSC, BMGP and BMEA, the "Partnerships"), which is the direct beneficial owner of 13,714 Warrants; (vi) BlueMountain Timberline Ltd. ("BMT"), which is the direct beneficial owner of 21,648 Warrants; and (vii) BlueMountain Monteners Fund SCA SICAV-SIF ("BMM" and, together with BMT and the Partnerships, the "Funds"), which is the direct beneficial owner of 57,085 Warrants.

(3) BMCM, although it directs the voting and disposition of the Warrants held by the Funds, only receives an asset-based fee relating to the Warrants held by the Funds.

(4) (i) Blue Mountain CA Master Fund GP, Ltd. ("BMCA GP") is the general partner of BMCA and has an indirect profits interest in the Warrants beneficially owned by it; (ii) BlueMountain Long/Short Credit GP, LLC ("BMLSC GP") is the general partner of each of BMLSC and BMGP and has an indirect profits interest in the Warrants beneficially owned by each of them; (iii) BlueMountain Equity GP, LLC ("BMEA GP") is the general partner of BMEA and has an indirect profits interest in the Warrants beneficially owned by it; (iv) BlueMountain Kicking Horse Fund GP, LLC ("BMKH GP" and, together with BMCA GP, BMLSC GP and BMEA GP, the "General Partners") is the general partner of BMKH and has an indirect profits interest in the Warrants beneficially owned by it; and

(5) (v) BlueMountain Monteners GP S.a r.l. ("BMM GP") is the general partner of BMM and has an indirect profits interest in the Warrants beneficially owned by it. BlueMountain GP Holdings, LLC ("GP Holdings") is the sole owner of each of the General Partners and thus has an indirect profits interest in the Warrants beneficially owned by each of the Partnerships. BMCM is the sole owner of BMM GP and thus has an indirect profits interest in the Warrants beneficially owned by BMM.

(6) The Warrants may be exercised only subject to certain restrictions set forth in Exhibit 4.4 to the Issuer's report on Form 8-K filed with the Securities and Exchange Commission (the "SEC") on December 19, 2012.

(7) Prior to May 11, 2015, the Issuer's filings with the SEC disclosed that it had 8,785,309 shares of Common Stock outstanding. On May 11, 2015, the Issuer filed a report on Form 10-Q with the SEC stating that the Issuer had redeemed 3,558,395 shares of Common Stock, reducing the number of issued and outstanding shares of Common Stock to 5,226,924 shares, and thereby increasing the percentage of Common Stock held by the Reporting Persons.

(8) The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16(a)-3(j) under the Exchange Act. The Form 3 for certain additional Reporting Persons is being filed separately and simultaneously with this Form 3 due to the limitation of ten Reporting Persons per filing.

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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