

Chart Acquisition Corp.  
Form 8-K  
February 05, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 5, 2015 (February 4, 2015)**

**CHART ACQUISITION CORP.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>001-35762</b>	<b>45-28532218</b>
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

**c/o The Chart Group, L.P.**

**555 5<sup>th</sup> Avenue 19<sup>th</sup> Floor**                      **10017**

**New York, NY**  
(Address of Principal Executive Offices) (Zip Code)

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Registrant's telephone number, including area code: **212-350-8205**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

### **Item 1.01 Entry into a Material Definitive Agreement**

On February 4, 2015, Chart Acquisition Corp. (the “**Company**”) issued non-interest bearing promissory notes in the aggregate amount of \$450,000 (the “**Notes**”) as follows: \$277,500.37 to Chart Acquisition Group LLC, the Company’s sponsor; \$157,500 to Cowen Investments LLC, an affiliate of Cowen and Company, LLC, one of the lead underwriters of the Company’s initial public offering; and \$14,999.63 to Joseph R. Wright, the Company’s Chairman and Chief Executive Officer. Payment on all of the notes are due on the earlier of: (i) March 13, 2015 and (ii) the date on which the Company consummates its Business Combination (as defined in the Company’s amended and restated certificate of incorporation). The Company issued these promissory notes in consideration for loans from the payees to fund the Company’s working capital requirements. The Notes do not have a claim against the Trust Account (as defined in the Company’s amended and restated certificate of incorporation) and will not reduce the per-share redemption price for shares of common stock issued in the Company’s initial public offering.

A form of the Notes is filed with this Current Report on Form 8-K as Exhibit 10.1 and is incorporated herein by reference, and the foregoing description of the Notes is qualified in its entirety by reference thereto.

### **Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.03.

### **Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
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10.1	Form of Promissory Note, dated February 4, 2015
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 5, 2015

**CHART ACQUISITION CORP.**

/s/ Michael LaBarbera  
Name: Michael LaBarbera  
Title: Chief Financial Officer