BAKSA STEPHEN D
Form 4
April 29, 2013

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BAKSA STEPHEN D

(Last) (First) (Middle)

2 WOODS LANE

(Street)

CHATHAM, NJ 07928

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
AMP Holding Inc. [AMPD]

3. Date of Earliest Transaction (Month/Day/Year)
03/13/2013

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, $0.001 par value per share	03/13/2013		A		2,500,000	A	$ 500,000	8,541,941	D	
Common Stock, $0.001 par value per share								310,000	I	See Footnote (1)

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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Common Stock Purchase Warrant	$ 0.4	03/13/2013		A		1,250,000		03/13/2013	03/13/2016	Common Stock, Par Value $0.001	1,25
Common Stock Purchase Warrant	$ 0.8							12/03/2010	12/03/2013	Common Stock, Par Value $0.001	83,
Common Stock Purchase Warrant	$ 0.8							04/06/2011	04/06/2014	Common Stock, Par Value $0.001	125
Common Stock Purchase Warrant	$ 0.25							01/31/2012	01/31/2015	Common Stock, Par Value $0.001	150
Common Stock Purchase Warrant	$ 0.25							05/11/2012	05/11/2015	Common Stock, Par Value $0.001	50,
Common Stock Purchase Warrant	$ 0.25							08/03/2012	08/03/2015	Common Stock, Par Value $0.001	100
Common Stock Purchase Warrant	$ 0.4							02/21/2013	02/21/2016	Common Stock, Par Value $0.001	250
Common Stock Purchase	$ 0.8							12/03/2010	12/03/2013	Common Stock, Par Value	83,

Warrant	$0.001

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKSA STEPHEN D 2 WOODS LANE CHATHAM, NJ 07928		X		

Signatures

/s/ Stephen D. Baksa	04/29/2013
**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 held by the Stephen D. Baksa 2012 Trust F/B/O Sarah E. Marra, F/B/O Brian S. Baksa.

(2) On March 13, 2013, the Company entered into a subscription agreement with Mr. Baksa pursuant to which Mr. Baksa purchased 2,500,000 shares of the Company's common stock for a purchase price of $500,000, together with a common stock purchase warrant to acquire 1,250,000 shares of common stock at $0.40 per share for a period of three years.

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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