

WEISS ANDREW M
Form 4
January 28, 2009

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WEISS ANDREW M

(Last) (First) (Middle)

29 COMMONWEALTH AVE.

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

NTR Acquisition Co. [NTQ]

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

01/26/2009

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)
Common Stock	01/26/2009		P	V Amount (A) or (D) Price 750,000 A \$ 9.99	3,808,231 ⁽¹⁾	I	See Footnote 1
Common Stock	01/27/2009		P	365,100 A \$ 9.99	4,173,331 ⁽¹⁾	I	See Footnote 1
Common Stock	01/27/2009		P	65,100 A \$ 9.99	4,238,431 ⁽¹⁾	I	See Footnote 1

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

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(9-02)

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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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Warrants	\$ 7.5	01/26/2009		P	750,000	(3) 01/30/2011(3)	Common Stock 750,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEISS ANDREW M 29 COMMONWEALTH AVE. BOSTON, MA 02116			X	

Signatures

Georgiy Nikitin,
Attorney-in-Fact
01/28/2009

__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 reported herein represent shares beneficially owned by (i) a private investment partnership of which Mr. Weiss is the Managing Member of the General Partner and (ii) a private investment corporation of which Mr. Weiss is the Managing Member of the Investment Manager (collectively, the "Weiss Entities"). Mr. Weiss disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein.
- (2) Warrants reported herein represent warrants beneficially owned by the Weiss Entities. Mr. Weiss disclaims beneficial ownership of the warrants reported herein except to the extent of his pecuniary interest therein.
- (3) There is currently no exercise date for the warrants, which only become exercisable after the completion of a business combination, and will expire on January 30, 2011, or earlier upon redemption.
- (4) The warrants were acquired as part of the units, which price is reported in Table 1 above.

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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