

Midwest Energy Emissions Corp.  
Form SC 13D/A  
March 07, 2016

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

**Schedule 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 5)**

**Midwest Energy Emissions Corp.**

(Name of Issuer)

**Common Stock, \$0.001 par value**

(Title of Class of Securities)

**59833H101**

(CUSIP Number)

**Alterna Core Capital Assets Fund II, L.P.**

**Thomas X. Fritsch  
General Counsel**

**c/o Alterna Capital Partners LLC**

**15 River Road, Suite 320**

**Wilton, Connecticut 06897**

**Telephone: (203) 210-7333**

*with a copy to:*

**Vanessa J. Schoenthaler, Esq.**

**Sugar Felsenthal Grais & Hammer LLP**

**30 North LaSalle Street, Suite 3000**

**Chicago, Illinois 60602**

**Telephone: (212) 899-9781**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

February 29, 2016

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 59833H101

Name of Reporting Person

1.

Alterna Core Capital Assets  
Fund II, L.P.

2.

Check the Appropriate Box if  
a Member of a Group (See  
Instructions)

(a)

(b)

SEC Use Only

3.

Source of Funds (See  
Instructions)

4.

OO  
Check if Disclosure of Legal  
Proceedings is Required  
Pursuant to Items 2(d) or 2(e)

5.

Citizenship or Place of  
Organization

6.

Delaware  
Sole Voting Power

7.

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

0  
Shared Voting Power

8.

38,361,161

9. Sole Dispositive Power

0  
Shared Dispositive Power

10.

38,361,161  
Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

11.

38,361,161  
Check if the Aggregate  
Amount in Row (11)  
Excludes Certain Shares (See  
Instructions)

12.

Percent of Class Represented  
by Amount in Row (11)

13.

44.75%  
Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

14.

PN, HC

2

CUSIP No. 59833H101

Name of Reporting Person

1.

AC Midwest Energy LLC  
Check the Appropriate Box if  
a Member of a Group (See  
Instructions)

2.

(a)   
(b)  
SEC Use Only

3.

Source of Funds (See  
Instructions)

4.

AF  
Check if Disclosure of Legal  
Proceedings is Required  
Pursuant to Items 2(d) or 2(e)

5.

Citizenship or Place of  
Organization

6.

Delaware  
Sole Voting Power

7.

Number of  
Shares

0  
Shared Voting Power

Beneficially  
Owned by

8.

Each  
Reporting

38,361,161

Person With

9. Sole Dispositive Power

0  
Shared Dispositive Power

10.

38,361,161  
Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

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38,361,161  
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Instructions)

12.

Percent of Class Represented  
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13.

44.75%  
Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

14.

OO

3

CUSIP No. 59833H101

Name of Reporting Person

1.

Alterna Capital Partners LLC

2.

Check the Appropriate Box if  
a Member of a Group (See  
Instructions)

(a)

(b)

SEC Use Only

3.

Source of Funds (See  
Instructions)

4.

AF

Check if Disclosure of Legal  
Proceedings is Required  
Pursuant to Items 2(d) or 2(e)

5.

Citizenship or Place of  
Organization

6.

Delaware

Sole Voting Power

7.

Number of  
Shares

0

Shared Voting Power

Beneficially  
Owned by

8.

Each

38,361,161

Reporting  
Person With

9. Sole Dispositive Power



0  
Shared Dispositive Power

10.

38,361,161  
Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

11.

38,361,161  
Check if the Aggregate  
Amount in Row (11)  
Excludes Certain Shares (See  
Instructions)

12.

Percent of Class Represented  
by Amount in Row (11)

13.

44.75%  
Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

14.

IA, OO

4

CUSIP No. 59833H101

Name of Reporting Person

1.

Alterna General Partner II  
LLC

2.

Check the Appropriate Box if  
a Member of a Group (See  
Instructions)

(a)

(b)

SEC Use Only

3.

Source of Funds (See  
Instructions)

4.

AF  
Check if Disclosure of Legal  
Proceedings is Required  
Pursuant to Items 2(d) or 2(e)

5.

Citizenship or Place of  
Organization

6.

Delaware  
Sole Voting Power

7.

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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Shared Voting Power

8.

38,361,161

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Shared Dispositive Power

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44.75%  
Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

14.

IA, OO

5

CUSIP No. 59833H101

Name of Reporting Person

1.

Harry V. Toll

2.

Check the Appropriate Box if  
a Member of a Group (See  
Instructions)

(a)

(b)

SEC Use Only

3.

Source of Funds (See  
Instructions)

4.

AF

Check if Disclosure of Legal  
Proceedings is Required  
Pursuant to Items 2(d) or 2(e)

5.

Citizenship or Place of  
Organization

6.

United States

Sole Voting Power

7.

Number of  
Shares

0  
Shared Voting Power

Beneficially  
Owned by

8.

Each

38,361,161

Reporting  
Person With

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Shared Dispositive Power

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Instructions)

12.

Percent of Class Represented  
by Amount in Row (11)

13.

44.75%  
Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

14.

IN

6

CUSIP No. 59833H101

Name of Reporting Person

1.

James C. Furnivall

2.

Check the Appropriate Box if  
a Member of a Group (See  
Instructions)

(a)

(b)

SEC Use Only

3.

Source of Funds (See  
Instructions)

4.

AF

Check if Disclosure of Legal  
Proceedings is Required  
Pursuant to Items 2(d) or 2(e)

5.

Citizenship or Place of  
Organization

6.

United States

Sole Voting Power

7.

Number of  
Shares

0  
Shared Voting Power

Beneficially  
Owned by

8.

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38,361,161

Reporting  
Person With

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Shared Dispositive Power

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38,361,161  
Aggregate Amount  
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Reporting Person

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38,361,161  
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Instructions)

12.

Percent of Class Represented  
by Amount in Row (11)

13.

44.75%  
Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

14.

IN

7

CUSIP No. 59833H101

Name of Reporting Person

1.

Eric M. Press

2.

Check the Appropriate Box if  
a Member of a Group (See  
Instructions)

(a)

(b)

SEC Use Only

3.

Source of Funds (See  
Instructions)

4.

AF

Check if Disclosure of Legal  
Proceedings is Required  
Pursuant to Items 2(d) or 2(e)

5.

Citizenship or Place of  
Organization

6.

United States

Sole Voting Power

7.

Number of  
Shares

0  
Shared Voting Power

Beneficially  
Owned by

8.

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38,361,161

Reporting  
Person With

9. Sole Dispositive Power



0  
Shared Dispositive Power

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38,361,161  
Aggregate Amount  
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Instructions)

12.

Percent of Class Represented  
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13.

44.75%  
Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

14.

IN

8

CUSIP No. 59833H101

Name of Reporting Person

1.

Roger P. Miller

2.

Check the Appropriate Box if  
a Member of a Group (See  
Instructions)

(a)

(b)

SEC Use Only

3.

Source of Funds (See  
Instructions)

4.

AF

Check if Disclosure of Legal  
Proceedings is Required  
Pursuant to Items 2(d) or 2(e)

5.

Citizenship or Place of  
Organization

6.

United States

Sole Voting Power

7.

Number of  
Shares

0  
Shared Voting Power

Beneficially  
Owned by

8.

Each

38,361,161

Reporting  
Person With

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Shared Dispositive Power

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38,361,161  
Aggregate Amount  
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Reporting Person

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38,361,161  
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Instructions)

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Percent of Class Represented  
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13.

44.75%  
Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

14.

IN

9

CUSIP No. 59833H101

Name of Reporting Person

1.

Earle Goldin

2.

Check the Appropriate Box if  
a Member of a Group (See  
Instructions)

(a)

(b)

SEC Use Only

3.

Source of Funds (See  
Instructions)

4.

AF

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Pursuant to Items 2(d) or 2(e)

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Citizenship or Place of  
Organization

6.

United States

Sole Voting Power

7.

Number of  
Shares

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Shared Voting Power

Beneficially  
Owned by

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38,361,161

Reporting  
Person With

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Instructions)

12.

Percent of Class Represented  
by Amount in Row (11)

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44.75%  
Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

14.

IN

10

## **Explanatory Note**

This Amendment No.5 to Schedule 13D (this "Amendment No.5") is being filed jointly by Alterna Capital Partners LLC, a Delaware limited liability company ("Alterna"), Alterna General Partner II LLC, a Delaware limited liability company ("Fund II General Partner"), Alterna Core Capital Assets Fund II, L.P., a Delaware limited partnership ("Fund II"), AC Midwest Energy LLC, a Delaware limited liability company ("AC Midwest"), Harry V. Toll, James C. Furnivall, Eric M. Press, Roger P. Miller and Earle Goldin (together with Alterna, Fund II General Partner, Fund II and AC Midwest the "Reporting Persons") and relates to the shares of common stock, par value \$0.001 per share (the "Common Stock"), of Midwest Energy Emissions Corp., a Delaware corporation (the "Issuer"). This Amendment No.5 amends and supplements the statement on Schedule 13D originally filed by the Reporting Persons with the Securities and Exchange Commission (the "SEC") on August 25, 2014 (the "Original 13D"), as amended and supplemented by Amendment No.1 filed by the Reporting Persons with the SEC on March 23, 2015 ("Amendment No.1"), Amendment No.2 filed by the Reporting Persons with the SEC on September 10, 2015 ("Amendment No.2"), Amendment No.3 filed by the Reporting Persons with the SEC on November 19, 2015 ("Amendment No.3") and Amendment No.4 filed by the Reporting Persons with the SEC on February 8, 2016 ("Amendment No.4" and, together with the Original 13D, Amendment No.1, Amendment No.2 and Amendment No.3, the "Existing Schedule 13D"). Capitalized terms used but not otherwise defined in this Amendment No.5 shall have the meanings ascribed to them in the Existing Schedule 13D. Except as otherwise specifically amended in this Amendment No.5, items in the Existing Schedule 13D remain unchanged.

This Amendment No.5 is being filed to report a change in the Reporting Person's beneficial ownership resulting from a change in the price of the Common Stock underlying the Subject Securities (as hereinafter defined).

As of March 4, 2016, the Reporting Persons may be deemed to beneficially own an aggregate of 38,361,161 shares of Common Stock, representing approximately 44.75% of the issued and outstanding shares of the Issuer's Common Stock.

### **Item 5. Interest in Securities of the Issuer.**

The second through fourth paragraphs of Item 5 of the Existing Schedule 13D are hereby amended and restated in their entirety as follows:

As of February 29, 2016, the outstanding principal balance of the Convertible Notes together with all accrued interest thereon was \$9,213,681. An additional \$79,340 of PIK Interest will accrue and become payable on the Convertible Notes through April 29, 2016.

As of January 31, 2016, the Issuer had an aggregate of 47,358,618 shares of Common Stock issued and outstanding and 100,256,087 shares of Common Stock issued and outstanding on a fully diluted basis.

Based on the foregoing, as of March 4, 2016, the Reporting Persons may be deemed to be the beneficial owners of an aggregate of 38,361,161 shares of Common Stock, which includes: (i) 18,427,362 shares of Common Stock issuable upon conversion of the Convertible Notes (the "Conversion Shares"); (ii) 314,596 shares of Common Stock issuable upon conversion of PIK Interest that will accrue on and become payable under the Convertible Notes within sixty days of the date hereof (the "PIK Interest Shares"); (iii) 18,100,000 shares of Common Stock issuable upon exercise of the Warrants (the "Warrant Shares"); and (iv) 1,519,203 Warrant Shortfall Shares (the Warrant Shortfall Shares, Warrants Shares, Convertible Notes, Conversion Shares, Warrants, PIK Interest Shares, any 2013 Notes acquired by AC Midwest, and any shares of Common Stock issuable upon conversion of any 2013 Notes so acquired, collectively, the "Subject Securities"), representing approximately 44.75% of the Issuer's outstanding Common Stock.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 4, 2016

**Alterna Capital  
Partners LLC**

By: */s/ Thomas X. Fritsch*  
Thomas X. Fritsch  
Attorney-in-Fact

**Alterna General  
Partner II LLC**

By: */s/ Thomas X. Fritsch*  
Thomas X. Fritsch  
Attorney-in-Fact

**Alterna Core Capital Assets Fund  
II, L.p.**

By: Alterna General Partner II, LLC  
Its: General Partner

By: */s/ Thomas X. Fritsch*  
Thomas X. Fritsch  
Attorney-in-Fact

**AC Midwest Energy  
LLC**

By: */s/ Thomas X. Fritsch*  
Thomas X. Fritsch  
Attorney-in-Fact



**HARRY V. TOLL**

By: */s/ Thomas X. Fritsch*  
Thomas X. Fritsch  
Attorney-in-Fact

**James C. Furnivall**

By: */s/ Thomas X. Fritsch*  
Thomas X. Fritsch  
Attorney-in-Fact

**ERIC M. PRESS**

By: */s/ Thomas X. Fritsch*  
Thomas X. Fritsch  
Attorney-in-Fact

**ROGER P. MILLER**

By: */s/ Thomas X. Fritsch*  
Thomas X. Fritsch  
Attorney-in-Fact

**EARLE GOLDIN**

By: */s/ Thomas X. Fritsch*  
Thomas X. Fritsch  
Attorney-in-Fact

