

STG Group, Inc.
Form 4
December 03, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lee Simon S.

2. Issuer Name and Ticker or Trading Symbol
STG Group, Inc. [GDEF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
9131 SOUTHERN BREEZE DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
13(d) group member

ORLANDO, FL 32836

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/23/2015		J		8,319,080	A	<u>(1)</u> <u>(2)</u>	I	By: Simon S. Lee Management Trust <u>(3)</u> <u>(4)</u>
Common Stock	11/23/2015		J		521,039	A	<u>(1)</u> <u>(2)</u>	I	By: JSL Descendants Trust <u>(3)</u> <u>(4)</u>
Common Stock	11/23/2015		J		511,733	A	<u>(1)</u> <u>(2)</u>	I	By: Brian Lee Family Trust <u>(3)</u> <u>(4)</u>

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

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Lee Simon S. 9131 SOUTHERN BREEZE DRIVE ORLANDO, FL 32836	X X	13(d) group member
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Signatures

Simon S. Lee 12/03/2015

**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).

- The securities were received in exchange for all equity interests owned in STG Group, Inc. upon the consummation of the transactions contemplated by the Stock Purchase Agreement, dated as of June 8, 2015, by and between Global Defense & National Security Systems, Inc., STG Group, Inc., the stockholders of STG Group, Inc. and the other parties thereto.
- (1) The securities were received in exchange for all equity interests owned in STG Group, Inc. upon the consummation of the transactions contemplated by the Stock Purchase Agreement, dated as of June 8, 2015, by and between Global Defense & National Security Systems, Inc., STG Group, Inc., the stockholders of STG Group, Inc. and the other parties thereto.
 - (2) The number of securities held includes the stock dividend paid on November 30, 2015 to holders of record on November 23, 2015.
 - (3) The securities are held indirectly by Simon S. Lee, as the trustee. The Simon S. Lee Management Trust has filed a Form 3, as a 10% holder.
 - (4) The securities are indirectly owned by Simon S. Lee. The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest in the shares.

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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