

Brady Christopher D.
Form 4
January 30, 2013

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 *
Brady Christopher D.

(Last) (First) (Middle)

C/O THE CHART GROUP, LP, 75
ROCKAFELLER PLAZA, 14TH
FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Chart Acquisition Corp. [CACGU]

3. Date of Earliest Transaction
(Month/Day/Year)
01/28/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
PRESIDENT

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount or Price (A) or (D) (1) | | |
| Common Stock | 01/28/2013 | | | J | 20,391 | D | |
| Common Stock | 01/28/2013 | | | J | 198,281 | D | See Footnote (2) (3) |

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

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SEC 1474 (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Brady Christopher D. C/O THE CHART GROUP, LP 75 ROCKAFELLER PLAZA, 14TH FLOOR NEW YORK, NY 10019 | X | X | PRESIDENT | |
| Chart Group, LP 75 ROCKAFELLER PLAZA, 14TH FLOOR NEW YORK, NY 10019 | | X | | |
| Chart Acquisition Group LLC 75 ROCKAFELLER PLAZA, 14TH FLOOR NEW YORK, NY 10019 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Christopher D. Brady | 01/30/2013 |
| __Signature of Reporting Person | Date |
| /s/ Christopher D. Brady, as manager of The Chart Group L.P. | 01/30/2013 |
| __Signature of Reporting Person | Date |
| /s/ Christopher D. Brady, as manager of The Chart Group L.P., managing member Chart Acquisition Group LLC | 01/30/2013 |
| __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) As contemplated in connection with the initial public offering of Chart Acquisition Corp. (the "Issuer"), an aggregate of 218,672 shares of common stock, par value \$0.0001 per share, were returned to the Issuer for no consideration and cancelled because the

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underwriters' over-allotment option was not exercised.

- (2) Mr. Brady indirectly owns the 1,288,750 shares of common stock reported herein through his membership interest in Antwerp L.L.C, the general partner of The Chart Group L.P. which is the sole managing member of Chart Acquisition Group LLC.
- (3) Each reporting person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such reporting person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.