

Chart Acquisition Corp.

Form 3

January 07, 2015

**FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*  
Â Tempus Applied Solutions,  
LLC

(Last) (First) (Middle)

133 WALLER MILL ROAD,  
SUITE 400

(Street)

WILLIAMSBURG,Â VAA

(City) (State) (Zip)

2. Date of Event Requiring  
Statement  
(Month/Day/Year)  
01/05/20153. Issuer Name **and** Ticker or Trading Symbol  
Chart Acquisition Corp. [CACG]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)5. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting  
Person  
\_X\_ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)No securities beneficially owned (1) (2)

0

I

See Footnote (1) (2) (3) (4)Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)4. Conversion  
or Exercise  
Price of  
Derivative5. Ownership  
Form of  
Derivative  
Security:6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tempus Applied Solutions, LLC 133 WALLER MILL ROAD, SUITE 400 WILLIAMSBURG, VA		X		
Gulbin John George III 133 WALLER MILL ROAD, SUITE 400 WILLIAMSBURG, VA 23185		X		
Terry Benjamin Scott 133 WALLER MILL ROAD, SUITE 400 WILLIAMSBURG, VA 23185		X		

## Signatures

Tempus Applied Solutions, LLC, By: /s/ Benjamin Scott Terry, Benjamin Scott Terry, Manager	01/07/2015
Signature of Reporting Person	Date
/s/ John G. Gulbin III	01/07/2015
Signature of Reporting Person	Date
/s/ Benjamin Scott Terry	01/07/2015
Signature of Reporting Person	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

- Tempus Applied Solutions, LLC, John G. Gulbin III and Benjamin Scott Terry are filing this Form 3 solely because they may be deemed beneficial owners pursuant to Section 13(d) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), of 1,766,250 shares of common stock, par value \$0.0001 per share of Chart Acquisition Corp. (the "Shares"). The Shares are subject to a Supporting
- Stockholder Agreement dated as of January 5, 2015 among Tempus Applied Solutions, LLC, John G. Gulbin III, Benjamin Scott Terry and the stockholders of Chart Acquisition Corp. named therein. The Supporting Stockholder Agreement was entered into in connection with the Merger Agreement dated as of January 5, 2015 among Tempus Applied Solutions, LLC, John G. Gulbin III, Benjamin Scott Terry, Chart Acquisition Corp. and the other persons named therein.
  - For additional information regarding the Supporting Stockholder Agreement and the Merger Agreement, see the Schedule 13D/A filed by Tempus Applied Solutions, LLC, John G. Gulbin III and Benjamin Scott Terry with the Securities and Exchange Commission on January 7, 2015. Tempus Applied Solutions, LLC, John G. Gulbin III and Benjamin Scott Terry each disclaim beneficial ownership of the Shares and this filing shall not be deemed an admission that Tempus Applied Solutions, LLC, John G. Gulbin III and Benjamin Scott Terry are the beneficial owners of such Shares for purposes of Section 16 of the Exchange Act or for any other purposes. Neither Tempus Applied Solutions, LLC nor Messrs. Gulbin or Terry has a 'pecuniary interest' in the Shares.
  - Tempus Intermediate Holdings, LLC, John G. Gulbin III and Benjamin Scott Terry filed a Form 3 on July 25, 2014 reporting that they may be deemed to beneficially own pursuant to Section 13(d) of the Exchange Act 1,766,250 shares of common stock, par value \$0.0001 per share of Chart Acquisition Corp. The 1,766,250 shares of common stock of Chart Acquisition Corp. were subject to a Supporting Stockholder Agreement dated as of July 15, 2014 among Tempus Intermediate Holdings, LLC, John G. Gulbin III, Benjamin Scott Terry and the stockholders of Chart Acquisition Corp. named therein (the "Old Supporting Stockholder Agreement"). The Old Supporting

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Stockholder Agreement was entered into in connection with the Equity Transfer and Acquisition Agreement dated as of July 15, 2014, among Tempus Intermediate Holdings, LLC, John G. Gulbin III, Benjamin Scott Terry, Chart Acquisition Corp. and the other persons named therein.

- (4) (Continued from Footnote 3) On January 5, 2015, the Equity Transfer and Acquisition Agreement and the Old Supporting Stockholder Agreement were terminated effective immediately.

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.