

Turning Point Brands, Inc.
Form SC 13D/A
June 29, 2016
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Turning Point Brands, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

90041L105
(CUSIP Number)

Joseph Mause
Standard General L.P.
767 Fifth Avenue, 12th Floor
New York, NY 10153
Tel. No.: 212-257-4701
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

June 28, 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 that 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 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).

Names of Reporting Persons.

1 Standard General L.P.

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

(a)

(b)

3 SEC Use Only

Source of Funds (See Instructions):

4

AF

5 Check if disclosure of legal
proceedings is required pursuant to
Items 2(d) or 2(e):

Citizenship or Place of
Organization.

6

Delaware

7 Sole Voting Power

0

8 Shared Voting Power

Number
of Shares
Beneficially

10,175,463 (see Item 2)

Owned by
Each

9 Sole Dispositive Power

Reporting

0

Person With

10 Shared Dispositive Power

10,175,463 (see Item 2)

Aggregate Amount Beneficially
Owned by Each Reporting Person

11

10,175,463 (see Item 2)

12 Check if the Aggregate Amount in
Row (11) Excludes Certain Shares
(See Instructions)

12

13 Percent of Class Represented by
Amount in Row (11)

55.6% (see Item 2)

14 Type of Reporting Person (See
Instructions)

IA

Names of Reporting Persons.

1 Standard General Master Fund L.P.

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

(a)

(b)

3 SEC Use Only
Source of Funds (See Instructions):

4 WC
Check if disclosure of legal
proceedings is required pursuant to
5 Items 2(d) or 2(e):

Citizenship or Place of
Organization.

6 Cayman Islands

7 Sole Voting Power

0

8 Shared Voting Power

Number
of Shares
Beneficially

6,503,966 (see Item 2)

Owned by
Each

9 Sole Dispositive Power

Reporting
Person With

0

10 Shared Dispositive Power

6,503,966 (see Item 2)

Aggregate Amount Beneficially
Owned by Each Reporting Person

11 6,503,966 (see Item 2)

12 Check if the Aggregate Amount in
Row (11) Excludes Certain Shares
(See Instructions)

13 Percent of Class Represented by
Amount in Row (11)

35.8% (see Item 2)

14 Type of Reporting Person (See
Instructions)

PN

Names of Reporting Persons.

1 P Standard General Ltd.

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

(a)

(b)

3 SEC Use Only

Source of Funds (See Instructions):

4 WC

Check if disclosure of legal
proceedings is required pursuant to
Items 2(d) or 2(e):

Citizenship or Place of
Organization.

6 British Virgin Islands

7 Sole Voting Power

0

8 Shared Voting Power

Number
of Shares
Beneficially

2,228,943 (see Item 2)

Owned by
Each

9 Sole Dispositive Power

Reporting
Person With

0

10 Shared Dispositive Power

2,228,943 (see Item 2)

Aggregate Amount Beneficially
Owned by Each Reporting Person

11 2,228,943 (see Item 2)

12 Check if the Aggregate Amount in
Row (11) Excludes Certain Shares
(See Instructions)

13 Percent of Class Represented by
Amount in Row (11)

12.4% (see Item 2)

14 Type of Reporting Person (See
Instructions)

CO

Names of Reporting Persons.

1 Standard General Focus Fund L.P.

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

(a)

(b)

3 SEC Use Only
Source of Funds (See Instructions):

4 WC
Check if disclosure of legal
proceedings is required pursuant to
5 Items 2(d) or 2(e):

Citizenship or Place of
Organization.

6 Delaware

7 Sole Voting Power

0

8 Shared Voting Power
Number
of Shares
Beneficially

209,464 (see Item 2)

Owned by
Each

9 Sole Dispositive Power

Reporting
Person With

0

10 Shared Dispositive Power

209,464 (see Item 2)

Aggregate Amount Beneficially
Owned by Each Reporting Person

11 209,464 (see Item 2)

12 Check if the Aggregate Amount in
Row (11) Excludes Certain Shares
(See Instructions)

13 Percent of Class Represented by
Amount in Row (11)

1.2% (see Item 2)

14 Type of Reporting Person (See
Instructions)

PN

Names of Reporting Persons.

1 Soohyung Kim

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

(a)

(b)

3 SEC Use Only

Source of Funds (See Instructions):

4 AF

5 Check if disclosure of legal
proceedings is required pursuant to
Items 2(d) or 2(e):

Citizenship or Place of
Organization.

6 United States

7 Sole Voting Power

0

8 Shared Voting Power

Number
of Shares
Beneficially

10,175,463 (see Item 2)

Owned by
Each

9 Sole Dispositive Power

Reporting
Person With

0

10 Shared Dispositive Power

10,175,463 (see Item 2)

Aggregate Amount Beneficially
Owned by Each Reporting Person

11 10,175,463 (see Item 2)

12 Check if the Aggregate Amount in
Row (11) Excludes Certain Shares
(See Instructions)

13 Percent of Class Represented by
Amount in Row (11)

55.6% (see Item 2)

14 Type of Reporting Person (See
Instructions)

IN, HC

AMENDMENT NO. 1 TO SCHEDULE 13D

Item 1. Security and Issuer

This Amendment No. 1 to Schedule 13D (this “Amendment”) relates to Common Stock, par value \$0.01 per share (the “Common Stock”), of Turning Point Brands, Inc., a Delaware corporation (the “Issuer” or the “Company”). The address of the principal executive offices of the Issuer is 5201 Interchange Way, Louisville, Kentucky 40229. This Amendment is being filed by each of the Reporting Persons to amend the Schedule 13D (the “Original Schedule 13D”) that was filed on May 13, 2016 (the Original Schedule 13D, as amended by this Amendment, the “Schedule 13D”). Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meaning as in the Original Schedule 13D.

This amendment is being filed to amend and supplement Item 5 of the Schedule 13D as follows:

Item 5. Interest in Securities of the Issuer

(a) and (b) See Items 7-11 of the cover pages and Item 2 above.

The percentage calculations herein are based upon the statement in the Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, as filed with the Securities and Exchange Commission on June 15, 2016, that there were 16,927,737 shares of Common Stock outstanding as of June 14, 2016.

(c) The Reporting Persons did not effect any transactions in the Company’s securities that have not been previously reported, except that on June 28, 2016 the 938,857 shares of the Company’s Non-Voting Common Stock held for the account of Master Fund were converted into shares of shares of Common Stock on a one-for-one basis upon the determination of the Company’s Board of Directors in accordance with the Company’s Certificate of Incorporation.

(d) See Items 7-11 of the cover pages and Item 2 above.

(e) Not applicable.

SIGNATURE

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.

Date: June 29, 2016

STANDARD GENERAL L.P.

By: /s/ Joseph Mause

Name: Joseph Mause

Title: Chief Financial Officer

STANDARD GENERAL MASTER FUND L.P.

By: /s/ Joseph Mause

Name: Joseph Mause

Title: Chief Financial Officer of Standard General L.P., its investment manager

P STANDARD GENERAL LTD.

By: /s/ Joseph Mause

Name: Joseph Mause

Title: Chief Financial Officer of Standard General L.P., its investment manager

STANDARD GENERAL FOCUS FUND L.P.

By: /s/ Joseph Mause

Name: Joseph Mause

Title: Chief Financial Officer of Standard General L.P., its investment manager

SOOHYUNG KIM

/s/ Soohyung Kim

Soohyung Kim