

AMBASE CORP
Form SC 13D/A
February 21, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

AmBase Corp.

(Name of Issuer)

Common Stock, par value \$0.01

(Title of Class of Securities)

0231647106

(CUSIP Number)

Brian L. Sheehy

IsZo Capital Management LP

415 Madison Avenue, 14th Floor

New York, NY 10017

Tel: 646-775-4394

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

November 27, 2017

(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 Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box

*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 (the "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).

1 NAMES OF REPORTING PERSONS
 IsZo Capital LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a)
 (b)

3 SEC USE ONLY
 4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	0
	9	SHARED VOTING POWER
	10	9,695,951
		SOLE DISPOSITIVE POWER
		0
		SHARED DISPOSITIVE POWER
		9,695,951

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 9,695,951

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE

INSTRUCTIONS)

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 23.8%
14	TYPE OF REPORTING PERSON PN

1 NAMES OF REPORTING PERSONS
 IsZo Capital GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
 AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

7 SOLE VOTING POWER
 0

8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 SHARED VOTING POWER
 9,695,951

9 SOLE DISPOSITIVE POWER
 0

10 SHARED DISPOSITIVE POWER
 9,695,951

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 9,695,951

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

SHARES (SEE
INSTRUCTIONS)

13

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

23.8%

14

TYPE OF REPORTING
PERSON
OO

1 NAMES OF REPORTING PERSONS
 IsZo Capital Management LP
 CHECK THE APPROPRIATE
 2 BOX IF A MEMBER OF A GROUP
 (a)
 (b)
 3 SEC USE ONLY
 SOURCE OF FUNDS (SEE
 4 INSTRUCTIONS)
 AF
 CHECK BOX IF
 DISCLOSURE
 OF LEGAL
 5 PROCEEDINGS
 IS REQUIRED
 PURSUANT TO
 ITEM 2(D) OR
 2(E)
 CITIZENSHIP OR PLACE OF
 6 ORGANIZATION
 Delaware

		SOLE
	7	VOTING
		POWER
		0
NUMBER OF		SHARED
SHARES	8	VOTING
BENEFICIALLY		POWER
OWNED BY		9,695,951
EACH	9	SOLE
REPORTING		DISPOSITIVE
PERSON WITH		POWER
		0
	10	SHARED
		DISPOSITIVE
		POWER
		9,695,951

11 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY
 EACH REPORTING PERSON
 9,695,951

12 CHECK BOX IF
 THE
 AGGREGATE
 AMOUNT IN
 ROW (11)
 EXCLUDES
 CERTAIN

SHARES (SEE
INSTRUCTIONS)

13

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

23.8%

14

TYPE OF REPORTING
PERSON
PN; IA

1 NAMES OF REPORTING PERSONS
 Brian L. Sheehy

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
 AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 USA

7 SOLE VOTING POWER
 0

8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 SHARED VOTING POWER
 9,695,951

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 0

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 9,695,951

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 9,695,951

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SHARES (SEE
INSTRUCTIONS)

13

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

23.8%

14

TYPE OF REPORTING
PERSON
IN

The following constitutes Amendment No. 1 ("Amendment No. 1") to the Schedule 13D filed by the undersigned with respect to the Common Stock, par value \$0.01 (the "Common Stock") of AmBase Corp. (the "Issuer"). This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

To acquire the Common Stock, the Reporting Persons used aggregate funds of \$2,613,182. Such funds were from the working capital of IsZo Capital LP (the "Fund").

The Reporting Persons may effect purchases of shares of Common Stock through margin accounts maintained for the Fund with prime brokers, which extend margin credit as and when required to open or carry positions in their margin accounts, subject to applicable federal margin regulations, stock exchange rules and such firms' credit policies.

Positions in shares of Common Stock may be held in margin accounts and may be pledged as collateral security for the repayment of debit balances in such accounts. Since other securities may be held in such margin accounts, it may not be possible to determine the amounts, if any, of margin used to purchase shares of Common Stock.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On February 16, 2018, the Fund brought an action in the Supreme Court of the State of New York, County of New York, derivatively on behalf of the Issuer against Richard A. Bianco, the Issuer's Chairman, President and Chief Executive Officer, as well as certain other directors and officers of the Issuer, seeking a declaratory judgment providing certain legal and equitable relief, including a prohibition on the sale of the Issuer's principal asset, a building at 111 West 57th Street, New York, NY, without the consent of disinterested shareholders. The lawsuit, captioned IsZo Capital L.P. v. Bianco, et al., Index No. 650812/2018, is publicly available through the Supreme Court Records On-Line Library at <http://iapps.courts.state.ny.us/iscroll/SQLData.jsp>. Interested parties are encouraged to read the suit papers in their entirety.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated to read as follows:

(a) The aggregate percentage of shares of Common Stock reported owned by each Reporting Person is based upon 40,737,751 shares of Common Stock outstanding as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 14, 2017. The aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned by each Reporting Person is stated in rows 11 and 13 on the cover pages hereto.

(b) Number of shares as to which each Reporting Person has:

- (i) sole power to vote or to direct the vote:
See row 7 on the cover pages hereto.
 - (ii) shared power to vote or to direct the vote:
See row 8 on the cover pages hereto.
 - (iii) sole power to dispose or to direct the disposition of:
See row 9 on the cover pages hereto.
 - (iv) shared power to dispose or to direct the disposition of:
See row 10 on the cover pages hereto.
-

(c) Schedule B annexed hereto lists all transactions in securities of the Issuer during the past 60 days by the Reporting Persons.

(d) No other persons are known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities covered by this Statement.

(e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, each of the undersigned hereby certifies that the information with respect to it set forth in this statement is true, complete and correct.

Dated: February 20, 2018

ISZO CAPITAL LP

By: IsZo Capital GP
LLC, its General
Partner

By: /s/ Brian L. Sheehy
Name: Brian L. Sheehy
Title: Managing Member

ISZO CAPITAL GP
LLC

By: /s/ Brian L. Sheehy
Name: Brian L. Sheehy
Title: Managing Member

ISZO CAPITAL
MANAGEMENT LP
By: IsZo Management
Corp., its General
Partner

By: /s/ Brian L. Sheehy
Name: Brian L. Sheehy
Title: Managing Member

/s/ Brian L. Sheehy
BRIAN L. SHEEHY

SCHEDULE B

Transactions of the Reporting Persons Effected During the Past 60 Days

Except as otherwise noted below, all such transactions were purchases of shares of Common Stock effected in the open market, and the table includes commissions paid in per share prices.

Transaction Date	Reporting Person	Amount of Shares Acquired	Price ¹
11/27/17	IsZo Capital LP	425,000	0.2500
12/04/17	IsZo Capital LP	145,000	0.2650
12/21/17	IsZo Capital LP	450,000	0.2800

¹ Includes brokerage commissions