

AMP Holding Inc.  
Form 4  
June 06, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
Burns Stephen S.

(Last) (First) (Middle)  
C/O AMP HOLDING INC., 100  
COMMERCE DRIVE  
(Street)

LOVELAND, OH 45140

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AMP Holding Inc. [AMPD]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/23/2014

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	(A) or (D)	Price
COMMON STOCK, \$0.001 PAR VALUE	05/28/2014		P		500,000	A	\$ 0.1
COMMON STOCK, \$0.001 PAR VALUE	05/23/2014		P		1,087,000	A	\$ 0.1
					8,173,367	I (2)	N/A
					7,673,367	D	

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

required to respond unless the form  
displays a currently valid OMB control  
number.

**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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
COMMON STOCK PURCHASE WARRANT	\$ 0.15	05/23/2014		P		543,500		05/23/2014	05/23/2017	COMMON STOCK
STOCK OPTIONS	\$ 0.29	03/15/2013		P		400,000		03/15/2013	05/25/2018	COMMON STOCK
COMMON STOCK PURCHASE WARRANT	\$ 0.25	11/29/2012		P		100,000		05/02/2012	05/02/2015	COMMON STOCK
COMMON STOCK PURCHASE WARRANT	\$ 0.25	06/30/2012		P		389,250		06/30/2012	06/30/2015	COMMON STOCK
STOCK OPTIONS	\$ 0.6							05/25/2011	05/25/2016	COMMON STOCK
COMMON STOCK PURCHASE WARRANT	\$ 2							05/25/2011	05/25/2016	COMMON STOCK
COMMON STOCK PURCHASE WARRANT	\$ 2							12/08/2010	12/08/2015	COMMON STOCK
STOCK OPTIONS	\$ 0.11	12/04/2010		P		300,000		12/04/2010	12/04/2015	COMMON STOCK
STOCK OPTIONS	\$ 0.72							12/08/2010	12/08/2020	COMMON STOCK
STOCK OPTIONS	\$ 0.4	05/12/2010		P		600,000		12/08/2010	05/12/2015	COMMON STOCK

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burns Stephen S. C/O AMP HOLDING INC. 100 COMMERCE DRIVE LOVELAND, OH 45140	X		PRESIDENT	

## Signatures

/s/ Stephen S.  
Burns

06/06/2014

\*\*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).
- On May 23, 2014 Mr. Burns and the Company converted an aggregate of \$108,700 that Mr. Burns deposited and/or loaned to the
- (1) Company into 1,087,000 shares of the Company's common stock and a common stock purchase warrant to acquire 543,500 shares of common stock at \$0.15 per share.
  - (2) Shares of common stock are held by Deborah Sue Burns, the wife of Stephen Burns.

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.