

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2013-01-08**
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(HTML Version on secdatabase.com)

REPORTING OWNER

Wilson Donald R. Jr.

CIK: **1565352**

Type: **4** | Act: **34** | File No.: **001-35534** | Film No.: **13523946**

Mailing Address

*540 W. MADISON ST., SUITE
2500
CHICAGO IL 60661*

ISSUER

SCG Financial Acquisition Corp.

CIK: **1512074** | IRS No.: **274452594** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **6770** Blank checks

Mailing Address

*615 N. WABASH
CHICAGO IL 60611*

Business Address

*615 N. WABASH
CHICAGO IL 60611
312-784-3960*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Wilson Donald R. Jr.			2. Issuer Name and Ticker or Trading Symbol SCG Financial Acquisition Corp. [SCGQ]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
540 W. MADISON ST., SUITE 2500			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) CHICAGO, IL 60661								
(City)	(State)	(Zip)						

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.0001 per share	01/08/2013		P		1,754,450	A	\$10	1,754,450	I	By DRW Commodities, LLC (1)
Common Stock, par value \$0.0001 per share	01/09/2013		P		600,000	A	\$10	2,354,450	I	By DRW Commodities, LLC (1)
Common Stock, par value \$0.0001 per share								761,905	I	By SCG Financial Holdings LLC (2)

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
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Explanation of Responses:

1. Donald R. Wilson, Jr. ("Wilson") is the sole manager of DRW Commodities, LLC ("DRW Commodities") and DRW Holdings, LLC ("DRW Holdings"), which owns 100% of the outstanding equity of DRW Commodities. A majority of the equity of DRW Holdings is owned, directly and indirectly, by trusts for the benefit of members of Wilson's immediate family and of which Wilson serves as trustee or investment adviser. Wilson disclaims beneficial ownership of any securities held by DRW Commodities, except to the extent of his indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that Wilson is the beneficial owner of such securities for purposes of Section 16 or otherwise
2. Wilson is the sole manager of DOOH Investment Manager LLC ("DOOH Manager"), which is the sole manager of 2012 DOOH Investments LLC ("DOOH Investments"). Wilson is also a manager of, and DOOH Investments owns 705,905 Class A Units issued by, SCG Financial Holdings LLC ("SCG Holdings"), which holds 1,523,810 shares of the Issuer's common stock, par value \$0.0001 per share ("Common Stock"). DOOH Investments is entitled to receive dividends and the proceeds from any sale of 50% of the shares of Common Stock held by SCG Holdings and accordingly each of DOOH Investments and Wilson has a pecuniary interest in 50%, or 761,905, of the shares of Common Stock held by SCG Holdings. Wilson otherwise disclaims beneficial ownership of any securities held by SCG Holdings.

Signatures

/s/ Donald R. Wilson, Jr.

** Signature of Reporting Person

01/10/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.