

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-01-11** | Period of Report: **2013-01-08**
SEC Accession No. [0001193805-13-000050](#)

(HTML Version on secdatabase.com)

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

REPORTING OWNER

DRW Holdings, LLC

CIK: **1535383** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **001-35534** | Film No.: **13526369**

Mailing Address
540 W. MADISON ST.
SUITE 2500
CHICAGO IL 60661

Business Address
540 W. MADISON ST.
SUITE 2500
CHICAGO IL 60661
3125421000

DRW Commodities, LLC

CIK: **1566768** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: **001-35534** | Film No.: **13526370**

Mailing Address
540 W. MADISON ST., SUITE 2500
CHICAGO IL 60661

Business Address
540 W. MADISON ST., SUITE 2500
CHICAGO IL 60661
3125421001

FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	02/28/2011
Estimated 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

1. Name and Address of Reporting Person <u>DRW Holdings, LLC</u> _____ (Last) (First) (Middle) <u>540 W. MADISON ST. SUITE 2500</u> _____ (Street) <u>CHICAGO, IL 60661</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/08/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>SCG Financial Acquisition Corp. [SCGQ]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director <input checked="" type="checkbox"/> 10% Owner _____ Officer (give title below) _____ Other (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 <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person
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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)
<u>Common Stock, par value \$0.0001 per share ⁽¹⁾</u>	<u>1,754,450</u>	<u>I</u>	<u>By DRW Commodities, LLC ⁽²⁾</u>

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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<u>DRW Holdings, LLC</u> <u>540 W. MADISON ST. SUITE 2500</u> <u>CHICAGO, IL 60661</u>		<u>X</u>		
<u>DRW Commodities, LLC</u> <u>540 W. MADISON ST., SUITE 2500</u> <u>CHICAGO, IL 60661</u>		<u>X</u>		

Explanation of Responses:

1. This Form 3 is being filed by DRW Holdings, LLC ("DRW Holdings") as well as DRW Commodities, LLC ("DRW Commodities"), as set forth on the Joint Filer Information Statement attached as an exhibit hereto.
2. DRW Holdings owns 100% of the outstanding equity of DRW Commodities. Donald R. Wilson, Jr. ("Wilson"), the sole manager of DRW Holdings and DRW Commodities, previously filed a Statement of Changes in Beneficial Ownership of Securities on Form 4 with respect to the transaction pursuant to which DRW Commodities acquired the 1,754,450 shares of Issuer common stock reported herein. Wilson disclaims beneficial ownership of any securities held by DRW Commodities, except to the extent of his indirect pecuniary interest therein. In the future, Wilson, DRW Commodities, DRW Holdings and other entities controlled by Wilson may jointly file Section 16 reports with respect to securities of the Issuer.

Signatures

/s/ Patricia L. Levy as Attorney-in-fact

** Signature of Reporting Person

01/11/2013

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.

Joint Filer Information

Names: DRW Commodities, LLC

Address: DRW Commodities, LLC
540 W. Madison Street, Suite 2500
Chicago, Illinois 60661

Designated Filer: DRW Holdings, LLC

Issuer and Ticker Symbol: SCG Financial Acquisition Corp. [SCGQ]

Date of Event Requiring Filing
Of This Statement: January 8, 2013

The undersigned, DRW Commodities, LLC, is jointly filing the attached Initial Statement of Beneficial Ownership on Form 3 with DRW Holdings, LLC with respect to the beneficial ownership of securities of SCG Financial Acquisition Corp.

Signatures:

DRW COMMODITIES, LLC

By: /s/ Patricia L. Levy
Name: Patricia L. Levy
Title: Attorney-in-fact