

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2013-01-09**  
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(HTML Version on [secdatabase.com](http://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: **4** | Act: **34** | File No.: **001-35534** | Film No.: **13526373**

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: **4** | Act: **34** | File No.: **001-35534** | Film No.: **13526372**

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

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

# 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

OMB Number: 3235-0287  
Expires: 02/28/2011  
Estimated average burden hours per response 0.5

## 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 <b>DRW Holdings, LLC</b>			2. Issuer Name and Ticker or Trading Symbol <b>SCG Financial Acquisition Corp.</b> [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) 01/09/2013		6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" 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 <sup>(1)</sup>	01/09/2013		P		600,000	A	\$10	2,354,450	I	By DRW Commodities, LLC <sup>(2)</sup>

**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)		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)
				Code	V	Date Exercisable	Expiration Date					
				(A)	(D)							

### Reporting Owners

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

**Explanation of Responses:**

1. This Form 4 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 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 9, 2013

The undersigned, DRW Commodities, LLC, is jointly filing the attached Statement of Changes in Beneficial Ownership of Securities on Form 4 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