

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-01-09** | Period of Report: **2008-12-04**  
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### REPORTING OWNER

#### **DEZWIREK PHILLIP**

CIK: **897715**

Type: **4/A** | Act: **34** | File No.: **001-35214** | Film No.: **13520992**

Mailing Address  
2300 YONGE STREET, P.O.  
BOX 2408  
SUITE 1710  
TORONTO A6 M4P 1E4

### ISSUER

#### **API Technologies Corp.**

CIK: **1081078** | IRS No.: **980200798** | State of Incorporation: **DE** | Fiscal Year End: **1130**  
SIC: **3674** Semiconductors & related devices

Mailing Address	Business Address
4705 S. APOPKA VINELAND ROAD, SUITE 210 ORLANDO FL 32819	4705 S. APOPKA VINELAND ROAD, SUITE 210 ORLANDO FL 32819 855-294-3800

# 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 <b>DEZWIREK PHILLIP</b>			2. Issuer Name and Ticker or Trading Symbol <b>API Technologies Corp. [ATNY]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner ____ Officer (give title below) <u> X </u> Other (specify below) <b>See Remarks</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/04/2008</b>					
<b>2300 YONGE STREET, SUITE 1710</b>			4. If Amendment, Date Original Filed(Month/Day/Year) <b>12/05/2008</b>			6. Individual or Joint/Group Filing (Check applicable line) <u> X </u> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(Street) <b>TORONTO, A6 M4P 1E4</b>								
(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								49,999 <sup>(1)</sup>	D	
Common Stock								519,032 <sup>(1)</sup>	I	By Icarus Investment Corp. <sup>(2)</sup>
Common Stock								16,667 <sup>(1)</sup>	I	By spouse

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

**Explanation of Responses:**

1. The number of shares listed in column 5 of this Form 4 reflects a 1 for 15 reverse stock split effective September 19, 2008 and a 1 for 4 reverse stock split effective December 28, 2010. Also, represents amount of such securities owned prior to transactions being reported on a Form 5.
2. Filer is President of Icarus Investment Corp. and disclaims beneficial ownership of these securities except to the extent of his pecuniary interest, if any, therein.

**Remarks:**

On December 5, 2008, filer filed a Form 4 reporting purchases of 92,250 shares of common stock (reflecting a subsequent 1 for 4 reverse stock split) on December 4 and 5, 2008 that did not occur on such dates by filer. Transactions made by Icarus Investment Corp., of which filer is deemed to beneficially own, during said dates are being reported on a Form 5. Former Chairman, Director and 10% owner

**Signatures**

/s/ Phillip DeZwirek

\*\* Signature of Reporting Person

01/09/2013

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.**