

AMP Holding Inc.  
Form 8-K  
February 28, 2013

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

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): February 21, 2013

AMP HOLDING INC.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or Other Jurisdiction of  
Incorporation)

000-53704  
(Commission File Number)

26-1394771  
(IRS Employer Identification  
Number)

100 Commerce Drive, Loveland, Ohio 45140  
(Address of principal executive offices) (zip code)

513-360-4704  
(Registrant's telephone number, including area code)

Copies to:  
Stephen M. Fleming, Esq.  
Fleming PLLC  
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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



- Item 1.01 Entry Into A Material Definitive Agreement  
Item 3.02 Unregistered Sales of Equity Securities

As previously stated in the Form 8-K Current Report filed with the Securities and Exchange Commission on February 5, 2013 by AMP Holding Inc. (the “Company”), on January 29, 2013, an accredited investor (the “Holder”) loaned the Company \$100,000. In consideration of such loan, the Company issued the Holder a Promissory Note (the “Note”) which bears interest at 10% per annum and matures on January 29, 2014 (the “Note Maturity Date”).

On February 21, 2013, the Company and the Holder entered into a Conversion Agreement pursuant to which the parties converted the Note into 500,000 shares of common stock of the Company (the “Conversion Shares”) and a Common Stock Purchase Warrant (the “Warrant”) to acquire 250,000 shares of common stock of the Company. The Warrant is exercisable for three years at an exercise price of \$0.40.

The Company claims an exemption from the registration requirements of the Securities Act of 1933 (the “Securities Act”) for the private placement of these securities pursuant to Section 4(2) of the Securities Act and/or Regulation D promulgated thereunder. The investors are accredited investors as defined in Rule 501 of Regulation D promulgated under the Securities Act.

The foregoing information is a summary of each of the agreements involved in the transactions described above, is not complete, and is qualified in its entirety by reference to the full text of those agreements, each of which is attached an exhibit to this Current Report on Form 8-K. Readers should review those agreements for a complete understanding of the terms and conditions associated with this transaction.

- Item 9.01 Financial Statements and Exhibits

Exhibit Description of Exhibit  
No.

10.1 Conversion Agreement by and between AMP Holding Inc. and an accredited investor dated February 21, 2013

4.1 Common Stock Purchase Warrant issued to and an accredited investor

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMP HOLDING INC.

Date: February 28, 2013

By: /s/ Stephen Burns  
Name: Stephen Burns  
Title: President