

GABELLI MARC
Form 4/A
November 28, 2017

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GABELLI MARC

2. Issuer Name and Ticker or Trading Symbol
LGL GROUP INC [LGL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O THE LGL GROUP, INC., 2525 SHADER ROAD

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

ORLANDO, FL 32804

4. If Amendment, Date Original Filed(Month/Day/Year)
11/17/2017

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|-------|-------------------------------------|
| | | | | (A) or (D) | Price | | | | | |
| Common Stock | 11/15/2017 | | X | V | 26,239 (3) | A | \$ 5.5 | 53,480 | D (1) | |
| Common Stock | 11/15/2017 | | X | | 160,695 | A | \$ 5.5 | 511,598 | I | Shares held by Ltd. Partnership (2) |

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

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SEC 1474 (9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GABELLI MARC C/O THE LGL GROUP, INC. 2525 SHADER ROAD ORLANDO, FL 32804 | X | X | | |

Signatures

/s/ Marc Gabelli 11/28/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) This filing does not include the holdings by GGCP, Inc. of 430,977 shares of LGL Group, Inc., which have been included in the Form 4/A filing of Mario J. Gabelli, dated November 28, 2017.
These shares are beneficially owned by Venator Merchant Fund, L.P. ("Venator Fund") and Venator Global LLC ("Venator Global").
- (2) Venator Global, which is the sole general partner of Venator Fund, is deemed to have beneficial ownership of the securities owned by Venator Fund. Marc Gabelli is the President of Venator Fund.
- (3) This Amendment is being filed to correct the number of shares the Reporting Person received as a result of the Issuer's rights offering.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.