

SMG Industries Inc.  
Form SC 13D/A  
April 04, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 11 )<sup>1</sup>

SMG Industries Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

78454K102

(CUSIP Number)

STEVE WOLOSKY, ESQ.

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

April 2, 2018

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(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “.

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

1           The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP NO. 78454K102

1	NAME OF REPORTING PERSON	
	Raging Capital Management, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
		- 0 -
	8	SHARED VOTING POWER
		782,498
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		782,498

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

782,498  
12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

7.8%  
14 TYPE OF REPORTING  
PERSON

IA

CUSIP NO. 78454K102

1 NAME OF REPORTING  
PERSON

William C. Martin

2 CHECK THE  
APPROPRIATE  
BOX IF A MEMBER (a)  
OF A GROUP  
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, PF

5 CHECK BOX IF  
DISCLOSURE OF  
LEGAL  
PROCEEDINGS IS  
REQUIRED  
PURSUANT TO  
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE  
OF ORGANIZATION

USA

NUMBER OF  
SHARES  
BENEFICIALLY

7

SOLE VOTING  
POWER

1,386

OWNED BY

8

SHARED  
VOTING  
POWER

EACH  
REPORTING

782,498

PERSON WITH

9

SOLE  
DISPOSITIVE  
POWER

1,386

10

SHARED  
DISPOSITIVE  
POWER

782,498

11

AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

783,884

CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

12

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

13

7.8%

TYPE OF REPORTING  
PERSON

14

HC

CUSIP NO. 78454K102

The following constitutes Amendment No. 11 to the Schedule 13D filed by the undersigned ("Amendment No. 11"). This Amendment No. 11 amends the Schedule 13D as specifically set forth herein.

Item 1.

Security and Issuer.

Item 1 is hereby amended and restated to read as follows:

This statement relates to the Common Stock, \$0.001 par value per share (the "Common Stock"), of SMG Industries Inc., a Delaware corporation (the "Issuer"). The address of the principal executive offices of the Issuer is 710 N. Post Oak Road, Suite 400, Houston, Texas 77024.

Item 5.

Interest in Securities of the Issuer.

Items 5(a)-(c) are hereby amended and restated to read as follows:

(a) The aggregate percentage of shares of Common Stock reported owned by each person named herein is based upon 10,005,190 shares outstanding as of March 31, 2018, which is the total number of shares outstanding as reported in the Issuer's Form 10-K filed with the Securities and Exchange Commission on April 2, 2018.

As of the close of business on the date hereof, each of Raging Capital and William C. Martin may be deemed to beneficially own the 782,498 shares of Common Stock, constituting approximately 7.8% of the shares outstanding, held by Raging Master by virtue of their relationships with Raging Master discussed in further detail in Item 2. Mr. Martin also directly owns 1,386 shares of Common Stock which, together with the 782,498 shares of Common Stock held by Raging Master he may be deemed to beneficially own, constitutes approximately 7.8% of the shares outstanding.

Each of the Reporting Persons, as a member of a "group" with the other Reporting Person for purposes of Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), may be deemed to beneficially own the shares of Common Stock owned by the other Reporting Person. The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Exchange Act, the beneficial owners of any shares of Common Stock he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the shares of Common Stock reported herein that he or it does not directly own. Without limiting the foregoing sentence, Raging Master specifically disclaims beneficial ownership of the securities of the Issuer held by it by virtue of its inability to vote or dispose of such securities as a result of the IMA.

(b) Raging Capital and William C. Martin may be deemed to share the power to vote and dispose of the shares of Common Stock held by Raging Master. Mr. Martin has the sole power to vote and dispose of the shares of Common Stock he directly owns.

(c) The Reporting Persons have not entered into any transactions in the securities of the Issuer during the past 60 days.

CUSIP NO. 78454K102

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 4, 2018 Raging Capital Management, LLC

By:/s/ Frederick C. Wasch  
Name: Frederick C. Wasch  
Title: Chief Financial Officer

/s/ Frederick C. Wasch  
Frederick C. Wasch, as attorney-in-fact for William C. Martin