

AMBASE CORP  
Form 4  
August 12, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
ISZO CAPITAL MANAGEMENT LP

(Last) (First) (Middle)

415 MADISON AVENUE, 14TH FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AMBASE CORP [ABCP]

3. Date of Earliest Transaction (Month/Day/Year)  
08/10/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock, \$0.01 par value <u>(1)</u> <u>(2)</u> | 08/10/2015                           |  | P                              |   | 68,000  | A  | \$ 2.5                            |
|  |                                      |  |                                |   | 6,980,869   | I <u>(3)</u>   |                                   |
| Common Stock, \$0.01 par value <u>(1)</u> <u>(2)</u> | 08/12/2015                           |  | P                              |   | 15,150  | A  | \$ 2.5                            |
|  |                                      |  |                                |   | 6,996,019   | I <u>(3)</u>   |                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ISZO CAPITAL MANAGEMENT LP<br>415 MADISON AVENUE<br>14TH FLOOR<br>NEW YORK, NY 10017 |               | X         |         |       |
| ISZO CAPITAL LP<br>415 MADISON AVENUE<br>14TH FLOOR<br>NEW YORK, NY 10017            |               | X         |         |       |
| ISZO CAPITAL GP LLC<br>415 MADISON AVENUE<br>14TH FLOOR<br>NEW YORK, NY 10017        |               | X         |         |       |
| SHEEHY BRIAN L.<br>415 MADISON AVENUE<br>14TH FLOOR<br>NEW YORK, NY 10017            |               | X         |         |       |

## Signatures

IsZo Capital Management LP, by IsZo Management Corp., General Partner, by Brian L. Sheehy, President 08/12/2015

\_\_Signature of Reporting Person

Date

IsZo Capital LP, by IsZo Capital GP LLC, General Partner, by Brian L. Sheehy, Managing 08/12/2015

