

Chart Acquisition Corp.
Form 3
July 25, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * ^ Tempus Intermediate Holdings, LLC (Last) (First) (Middle) | | 2. Date of Event Requiring Statement (Month/Day/Year) 07/15/2014 | 3. Issuer Name and Ticker or Trading Symbol Chart Acquisition Corp. [CACG] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer _____ Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) ____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| 133 WALLER MILL ROAD, SUITE 400 (Street) | | | | | | |
| WILLIAMSBURG, VA 23185 (City) (State) (Zip) | | | | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|----------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| No securities beneficially owned ⁽¹⁾ ⁽²⁾ | 0 | I | See Footnote ⁽¹⁾ ⁽²⁾ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Tempus Intermediate Holdings, LLC 133 WALLER MILL ROAD, SUITE 400 WILLIAMSBURG, VA 23185 | â | â X | â | â |
| Gulbin John George III 133 WALLER MILL ROAD, SUITE 400 WILLIAMSBURG, VA 23185 | â | â X | â | â |
| Terry Benjamin Scott 133 WALLER MILL ROAD, SUITE 400 WILLIAMSBURG, VA 23185 | â | â X | â | â |

Signatures

/s/ John G. Gulbin, III, Manager 07/25/2014

**Signature of Reporting Person Date

/s/ John G. Gulbin III 07/25/2014

**Signature of Reporting Person Date

/s/ Benjamin Scott Terry 07/25/2014

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Tempus Intermediate Holdings, LLC, John G. Gulbin III and Benjamin Scott Terry are filing this Form 3 solely because they may be deemed beneficial owners pursuant to Section 13(d) of the Securities and Exchange Act of 1934, as amended, of 1,766,250 shares of common stock, par value \$0.0001 per share of Chart Acquisition Corp. (the "Shares"). The 1,766,250 shares of common stock of Chart Acquisition Corp. are subject to a Supporting Stockholder Agreement dated as of July 15, 2014 between Tempus Intermediate Holdings, LLC, John G. Gulbin III and Benjamin Scott Terry and the stockholders of Chart Acquisition Corp. named therein. The Supporting Stockholder Agreement was entered into in connection with the Equity Transfer and Acquisition Agreement dated as of July 15, 2014, between Tempus Intermediate Holdings, LLC, John G. Gulbin III, Benjamin Scott Terry and Chart Acquisition Corp. and the other persons named therein.

(2) For additional information regarding the Supporting Stockholder Agreement and the Equity Transfer and Acquisition Agreement, see the Schedule 13D filed by Tempus Intermediate Holdings, LLC, John G. Gulbin III and Benjamin Scott Terry with the Securities and Exchange Commission on July 25, 2014. Tempus Intermediate Holdings, LLC, John G. Gulbin III and Benjamin Scott Terry each disclaim beneficial ownership of the 1,766,250 shares of common stock, par value \$0.0001 per share of Chart Acquisition Corp. referenced herein and this filing shall not be deemed an admission that Tempus Intermediate Holdings, LLC, John G. Gulbin III and Benjamin Scott Terry are the beneficial owners of such Shares for purposes of Section 16 or Section 13(d) of the Securities and Exchange Act of 1934, as amended or for any other purposes. Neither Tempus Intermediate Holdings, LLC, nor Messrs. Gulbin or Terry has a pecuniary interest in the Shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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