

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

RELM WIRELESS CORP

Form: 4

Date Filed: 2018-05-21

Corporate Issuer CIK: 2186

FORM 4

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

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| OMB APPROVAL | |
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response... | 0.5 |

☐ 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 or Section 30(h) of the
Investment Company Act of 1940

(Print or Type Responses)

| | | | | | | | | | | | | | |
|--|--|---|---|---|---|---------------|--|---|---|--|--|--|--|
| 1. Name and Address of Reporting Person Fundamental Global Investors, LLC | | | 2. Issuer Name and Ticker or Trading Symbol 1347 Property Insurance Holdings, Inc. [PIH] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | | | | | |
| (Last) (First) (Middle) 4201 CONGRESS STREET, SUITE 140, | | | 3. Date of Earliest Transaction (Month/Day/Year) 05/17/2018 | | | | | | | | | | |
| (Street) CHARLOTTE, NC 28209 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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) | | | | |
| | | | Code | V | Amount | (A) or (D) | Price | | | | | | |
| Common Stock, \$0.001 par value | 05/17/2018 | | P | | 7,710 | A | \$ 7.4394 (6) | 432,282 (1) (2) (3) (5) | I FGI 1347 Holdings, LP | | | | |
| Common Stock, \$0.001 par value | 05/18/2018 | | P | | 15,000 | A | \$ 7.6713 (7) | 447,282 (1) (2) (3) (5) | I FGI 1347 Holdings, LP | | | | |
| Common Stock, \$0.001 par value | 05/21/2018 | | P | | 20,000 | A | \$ 7.7757 (8) | 467,282 (1) (2) (3) (5) | I FGI 1347 Holdings, LP | | | | |
| Common Stock, \$0.001 par value | | | | | | | | 700,687 (1) (2) (5) | I Fundamental Activist Fund I, LP | | | | |
| Common Stock, \$0.001 par value | | | | | | | | 403,156 (1) (2) (5) | I Fundamental Global Partners Master Fund, LP | | | | |
| Common Stock, \$0.001 par value | | | | | | | | 5,296 (1) (2) (5) | I FGI Global Asset Allocation Fund, Ltd. | | | | |
| Common Stock, \$0.001 par value | | | | | | | | 4,532 (1) (2) (5) | I FGI Global Asset Allocation Master Fund, LP | | | | |
| Common Stock, \$0.001 par value | | | | | | | | 1,038,409 (1) (2) (5) | I Ballantyne Strong, Inc. | | | | |
| 8.00% Cumulative Preferred Stock, Series A, \$25.00 par value | | | | | | | | 34,620 (4) (5) | I Fundamental Global Partners Master Fund, LP | | | | |

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 displays a currently valid OMB control number. SEC 1474 (9-02)

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

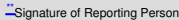
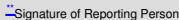
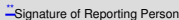
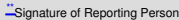
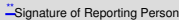
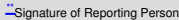
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|---|--|--|---|--------------------------------------|--|--|---|---|--|---|--|--|
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, 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 Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| | | | | |
|--------------------------------|---------------|-----------|---------|-------|
| Reporting Owner Name / Address | Relationships | | | |
| | Director | 10% Owner | Officer | Other |

| | | | | |
|--|---|---|--|--------------|
| Fundamental Global Investors, LLC 4201 CONGRESS STREET, SUITE 140 CHARLOTTE, NC 28209 | X | X | | |
| BALLANTYNE STRONG, INC. 11422 MIRACLE HILLS DRIVE SUITE 300 OMAHA, NE 68154 | X | X | | |
| RELM WIRELESS CORP 7100 TECHNOLOGY DRIVE WEST MELBOURNE, FL 32904 | | | | Group Member |
| Cerminara Kyle C/O FUNDAMENTAL GLOBAL INVESTORS, LLC 4201 CONGRESS STREET, SUITE 140 CHARLOTTE, NC 28209 | X | X | | |
| Johnson Lewis M C/O FUNDAMENTAL GLOBAL INVESTORS, LLC 4201 CONGRESS STREET, SUITE 140 CHARLOTTE, NC 28209 | X | X | | |
| MOGLIA JOSEPH H C/O FUNDAMENTAL GLOBAL INVESTORS, LLC 4201 CONGRESS STREET, SUITE 140 CHARLOTTE, NC 28209 | | X | | |

Signatures

| | | |
|--|--|------------|
| FUNDAMENTAL GLOBAL INVESTORS, LLC, /s/ D. Kyle Cerminara, Chief Executive Officer, Partner and Manager | | 05/21/2018 |
|  | | Date |
| BALLANTYNE STRONG, INC., /s/ D. Kyle Cerminara, Chief Executive Officer | | 05/21/2018 |
|  | | Date |
| RELM WIRELESS CORPORATION /s/ William P. Kelly, Executive Vice President and Chief Financial Officer | | 05/21/2018 |
|  | | Date |
| /s/ D. Kyle Cerminara | | 05/21/2018 |
|  | | Date |
| /s/ Lewis M. Johnson | | 05/21/2018 |
|  | | Date |
| /s/ Joseph H. Moglia | | 05/21/2018 |
|  | | 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).

The Reporting Persons beneficially own in the aggregate 2,619,362 shares of Common Stock, which represent approximately 43.8% of the Company's outstanding shares of Common Stock.

(1) Fundamental Global Investors, LLC may be deemed to be a beneficial owner of the shares of Common Stock that are directly owned by Fundamental Global Partners Master Fund, LP ("FGPM"), FGI Global Asset Allocation Fund, Ltd. ("FGAA"), FGI Global Asset Allocation Master Fund, LP ("FGGM"), Fundamental Activist Fund I, LP ("FAFI"), FGI 1347 Holdings, LP ("FGIH") and Ballantyne Strong, Inc. ("BTN").

In addition, CWA, of which 50% is owned by Fundamental Global Investors, LLC, holds 64,098 shares of Common Stock for the accounts of individual investors, which represent approximately 1.1%

(2) of the Company's outstanding shares of Common Stock. Messrs. Cerminara and Johnson also each hold 3,333 shares of Common Stock and restricted stock units representing the right to receive 6,666 shares of Common Stock.

(3) RELM Wireless Corporation ("RWC") is the sole limited partner of FGIH. Mr. Cerminara is Chairman of the Board of Directors of RWC and Mr. Johnson is also a director of RWC.

The Reporting Persons beneficially own in the aggregate 34,620 shares of Preferred Stock, which represent approximately 4.9% of the outstanding shares of Preferred Stock. Fundamental Global

(4) Investors, LLC may be deemed to be a beneficial owner of the shares of Preferred Stock that are directly owned by FGPM. In addition, for the accounts of individual investors, CWA, of which 50% is owned by Fundamental Global Investors, LLC, also holds 56,846 shares of Preferred Stock, including 44 shares of Preferred Stock held by Mr. Cerminara in a joint account with his spouse.

Due to their positions with Fundamental Global Investors, LLC and affiliated entities, Messrs. Cerminara, Lewis M. Johnson and Joseph H. Moglia may be deemed to be beneficial owners of the

(5) shares of Common Stock disclosed as directly owned by FGPM, FGAA, FGGM, FAFI and FGIH and the shares of Preferred Stock disclosed as directly owned by FGPM. Due to their positions with BTN, Fundamental Global Investors, LLC and affiliated entities, Messrs. Cerminara and Johnson may be deemed to be beneficial owners of the shares of Common Stock disclosed as directly owned by BTN. Each Reporting Person disclaims beneficial ownership of the shares referred to herein except to the extent of his or its pecuniary interest therein.

The price reported represents a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.30 to \$7.65. The Reporting Persons undertake to provide to

(6) the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.

The price reported represents a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.45 to \$7.75. The Reporting Persons undertake to provide to

(7) the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.

The price reported represents a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.60 to \$7.80. The Reporting Persons undertake to provide to

(8) the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden hours
per response... 0.5

☐ Check this box if no
longer subject to Section
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See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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Investment Company Act of 1940

(Print or Type Responses)

| | | | | | | | | | | |
|--|--|---|---|---|---|--|---|---|---|---|
| 1. Name and Address of Reporting Person Fundamental Global Investors, LLC | | | 2. Issuer Name and Ticker or Trading Symbol 1347 Property Insurance Holdings, Inc. [PIH] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | | | |
| (Last) (First) (Middle) 4201 CONGRESS STREET, SUITE 140, | | | 3. Date of Earliest Transaction (Month/Day/Year) 05/17/2018 | | | | | | | |
| (Street) CHARLOTTE, NC 28209 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | | | |
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SEC 1474 (9-02)

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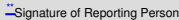
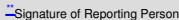
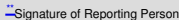
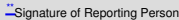
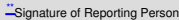
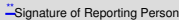
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Reporting Owners

| | | | | |
|--------------------------------|---------------|-----------|---------|-------|
| Reporting Owner Name / Address | Relationships | | | |
| | Director | 10% Owner | Officer | Other |

| | | | | |
|--|---|---|--|--------------|
| Fundamental Global Investors, LLC 4201 CONGRESS STREET, SUITE 140 CHARLOTTE, NC 28209 | X | X | | |
| BALLANTYNE STRONG, INC. 11422 MIRACLE HILLS DRIVE SUITE 300 OMAHA, NE 68154 | X | X | | |
| RELM WIRELESS CORP 7100 TECHNOLOGY DRIVE WEST MELBOURNE, FL 32904 | | | | Group Member |
| Cerminara Kyle C/O FUNDAMENTAL GLOBAL INVESTORS, LLC 4201 CONGRESS STREET, SUITE 140 CHARLOTTE, NC 28209 | X | X | | |
| Johnson Lewis M C/O FUNDAMENTAL GLOBAL INVESTORS, LLC 4201 CONGRESS STREET, SUITE 140 CHARLOTTE, NC 28209 | X | X | | |
| MOGLIA JOSEPH H C/O FUNDAMENTAL GLOBAL INVESTORS, LLC 4201 CONGRESS STREET, SUITE 140 CHARLOTTE, NC 28209 | | X | | |

Signatures

| | | |
|--|--|------------|
| FUNDAMENTAL GLOBAL INVESTORS, LLC, /s/ D. Kyle Cerminara, Chief Executive Officer, Partner and Manager | | 05/21/2018 |
|  | | Date |
| BALLANTYNE STRONG, INC., /s/ D. Kyle Cerminara, Chief Executive Officer | | 05/21/2018 |
|  | | Date |
| RELM WIRELESS CORPORATION /s/ William P. Kelly, Executive Vice President and Chief Financial Officer | | 05/21/2018 |
|  | | Date |
| /s/ D. Kyle Cerminara | | 05/21/2018 |
|  | | Date |
| /s/ Lewis M. Johnson | | 05/21/2018 |
|  | | Date |
| /s/ Joseph H. Moglia | | 05/21/2018 |
|  | | Date |

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- Due to their positions with Fundamental Global Investors, LLC and affiliated entities, Messrs. Cerminara, Lewis M. Johnson and Joseph H. Moglia may be deemed to be beneficial owners of the shares of Common Stock disclosed as directly owned by FGPM, FGAA, FGGM, FAFI and FGIH and the shares of Preferred Stock disclosed as directly owned by FGPM. Due to their positions with (5) BTN, Fundamental Global Investors, LLC and affiliated entities, Messrs. Cerminara and Johnson may be deemed to be beneficial owners of the shares of Common Stock disclosed as directly owned by BTN. Each Reporting Person disclaims beneficial ownership of the shares referred to herein except to the extent of his or its pecuniary interest therein.
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