

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## LGL GROUP INC

**Form: 4**

**Date Filed: 2020-12-31**

Corporate Issuer CIK: 61004

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 <b>GABELLI MARC</b> <small>(Last) (First) (Middle)</small> <b>ONE CORPORATE CENTER</b> <small>(Street)</small> <b>RYE, NY 10580</b> <small>(City) (State) (Zip)</small>		2. Issuer Name and Ticker or Trading Symbol <b>LGL GROUP INC [LGL]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
		3. Date of Earliest Transaction (Month/Day/Year) <b>12/29/2020</b>			
		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/29/2020		A	(1)	16,345	A	\$ 0	79,313	D	(2)
Common Stock								764,303	I	Shares held by a Ltd. Partnership (3)

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)**

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)					
Common Stock Warrants (right to purchase)	\$ 12.50 (4)						(5)	11/16/2025	Common stock, par value \$0.01 per share	12,593	62,968	D	
Common Stock Warrants (right to purchase)	\$ 12.50 (4)						(5)	11/16/2025	Common stock, par value \$0.01 per share	152,860	764,303	I	Shares held by a Ltd. Partnership (3)

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GABELLI MARC ONE CORPORATE CENTER RYE, NY 10580	X	X		

**Signatures**

/s/ Marc Gabelli                      12/31/2020  
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) These shares were granted by the Issuer to the Reporting Person.

- (3) These shares are beneficially owned by Venator Merchant Fund, L.P. ("Venator Fund") and Venator Global LLC ("Venator Global"). 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.
- (4) When exercisable, 5 Warrants will entitle their holder to purchase one share of Common Stock at an exercise price of \$12.50 per share, as may be adjusted in accordance with the terms of the Warrants.
- (5) The Warrants become exercisable on the earlier of (i) November 16, 2025, and (ii) such date that the 30-day volume weighted average price per share, or VWAP, of the Common Stock is greater than or equal to \$17.50. Any unexercised Warrants will expire at 5:00 p.m., Eastern Time, on November 16, 2025.

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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		3. Date of Earliest Transaction (Month/Day/Year) <b>12/29/2020</b>			
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Common Stock								764,303	I	Shares held by a Ltd. Partnership (3)

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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GABELLI MARC ONE CORPORATE CENTER RYE, NY 10580	X	X		

**Signatures**

/s/ Marc Gabelli   12/31/2020  
Signature of Reporting Person Date

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