

STG Group, Inc.
Form SC 13D/A
November 21, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(Amendment No. 9)

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(a)**

UNDER THE SECURITIES EXCHANGE ACT OF 1934

STG Group, Inc.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.0001 PER SHARE

(Title of Class of Securities)

78478D100

(CUSIP Number)

STG Group, Inc.

11091 Sunset Hills Road, suite 200

Reston, Virginia 20190

(703) 691-2480

With a Copy to :

Lawrence T. Yanowitch, Esq.

Lawrence R. Bard, Esq.

Morrison & Foerster, LLP

1650 Tysons Boulevard, Suite 400

McLean, Virginia

(703) 760-7700

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 14, 2016

(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 should include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7(b) for other parties to whom copies are to be sent.

*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 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).

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

1

Global Defense & National Security Holdings LLC

(a) ..

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (b) x

See Item 2 herein.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR

5^{2(e)}

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF
SHARES 7

0 shares

SHARED VOTING POWER

BENEFICIALLY
OWNED BY EACH 8

4,246,462 shares

SOLE DISPOSITIVE POWER

REPORTING

PERSON
WITH 9

0 shares

10 SHARED DISPOSITIVE POWER

4,246,462 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

4,246,462

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

26.4% (1)

TYPE OF REPORTING PERSON (See Instructions)

14

OO

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

1

Andrew Damian Perl

(a) ..

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(b) x

See Item 2 herein.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR

5 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United Kingdom

SOLE VOTING POWER

7
NUMBER OF
SHARES

0 shares

SHARED VOTING POWER

BENEFICIALLY
OWNED BY
EACH 8

4,246,462 shares

REPORTING

SOLE DISPOSITIVE POWER

9
PERSON
WITH

0 shares

10 SHARED DISPOSITIVE POWER

4,246,462 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

4,246,462

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

26.4% (1)

TYPE OF REPORTING PERSON (See Instructions)

14

IN

(1) Based on 16,163,071 shares of the Issuer's common stock outstanding.

SCHEDULE 13D

This Amendment No. 9 ("Amendment No. 9") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on October 9, 2013 (the "Original Schedule 13D") relating to the common stock, par value \$0.0001 per share (the "Shares"), of STG Group, Inc. (formerly known as Global Defense & National Security Systems, Inc.) ("STGG" or the "Company").

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended, with effect from the date of the event giving rise to this Amendment No. 9, by adding the following at the end thereof:

On November 14, 2016, the Investor Parties entered into a Consent Agreement that provided for whereby each Investor Party's consent, pursuant to Section 1.4 of the Voting Agreement, to the Company's issuance of not more than 435,000 shares of Common Stock, at a price per share of not less than \$3.60, to members of the Stockholder Group in connection with the exercise of the Company's equity cure right under its credit agreement.

Item 7. Materials to Be Filed as Exhibits.

Exhibit Index

Exhibit No. Description of Exhibit

1. Loan Agreement between Blue Marlin and the Sponsor (incorporated by reference to Exhibit 7 to the Schedule 13D filed by Issuer with the Commission on November 8, 2013).*
2. Amended and Restated Subscription Agreement, dated July 19, 2013, between the Issuer and the Sponsor (incorporated by reference to Exhibit 10.6 to the Registration Statement on Form S-1 (File No. 333-191195) filed by the Issuer with the Commission on October 2, 2013).*
3. Private Placement Purchase Agreement, dated October 23, 2013, between the Issuer and the Sponsor (incorporated by reference to Exhibit 10.5 to the Form 8-K filed by the Issuer with the Commission on November 4, 2013).*

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4. Form of Letter Agreement from each of the Issuer's officers, directors and the Sponsor (incorporated by reference to Exhibit 10.1 to the Registration Statement on Form S-1 (File No. 333-191195) filed by the Issuer with the Commission on October 22, 2013). *

5. Stock Escrow Agreement, dated October 23, 2013, between the Issuer and the Sponsor (incorporated by reference to Exhibit 10.2 to the Form 8-K filed by the Issuer with the Commission on November 4, 2013).*
6. Registration Rights Agreement, dated October 23, 2013, between the Issuer and the Sponsor (incorporated by reference to Exhibit 10.3 to the Form 8-K filed by the Issuer with the Commission on November 4, 2013).*
7. Agreement regarding filing of joint Schedule 13D (incorporated by reference to Exhibit 7 to the Schedule 13D filed by Issuer with the Commission on November 8, 2013).*
8. Form of Convertible Promissory Note, dated May 14, 2014, issued by the Issuer to the Sponsor (incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Issuer with the Commission on May 19, 2014).*
9. Form of Convertible Promissory Note, dated May 12, 2015, issued by the Issuer to the Sponsor (incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Issuer with the Commission on May 14, 2015).*
10. Amended and Restated Limited Liability Company Agreement of Global Defense & National Security Holdings, LLC, dated June 1, 2015 (incorporated by reference to Exhibit 10 to the Schedule 13D/A filed by Issuer with the Commission on June 2, 2015).*
11. Form of Convertible Promissory Note, dated October 8, 2015, issued by the Issuer to the Sponsor (incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Issuer with the Commission on October 8, 2015).*
12. Second Amended and Restated Backstop Common Stock Purchase Agreement, dated November 23, 2015, by and between the Issuer and the Sponsor (incorporated by reference to Exhibit 12 to the Schedule 13D/A filed by Issuer with the Commission on November 25, 2015).*
13. Stock Purchase Agreement, dated June 8, 2015, by and among Issuer, STG Group, Inc., the stockholders of STG Group, Inc., Sponsor and Simon S. Lee, as stockholder representative (incorporated by reference to Annex A to the Definitive Proxy Statement on Schedule 14A filed by Issuer with the Commission on October 22, 2015).*
14. Voting Agreement, dated November 23, 2015, by and between Issuer, Sponsor and the stockholders of STG Group, Inc. (incorporated by reference to Exhibit 14 to the Schedule 13D/A filed by Issuer with the Commission on November 25, 2015).*

Amended and Restated Registration Rights Agreement, dated as of November 23, 2015, by and among STGG and the Sponsor (incorporated by reference to Exhibit 15 to the Schedule 13D/A filed by Issuer with the Commission on November 25, 2015).*

Share Contribution and Dividend Waiver Letter, dated as of November 23, 2015, from the Sponsor to STGG (incorporated by reference to Exhibit 16 to the Schedule 13D/A filed by Issuer with the Commission on November 25, 2015).*

Stock Assignment, dated as of November 23, 2015, from the Sponsor to the STG Stockholders (incorporated by reference to Exhibit 17 to the Schedule 13D/A filed by Issuer with the Commission on November 25, 2015).*

Form of Convertible Promissory Note, dated November 13, 2015, issued by the Issuer to the Sponsor (incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Issuer with the Commission on November 13, 2015).*

Consent Agreement, dated as of November 14, 2016, by and among the Sponsor, the Stockholder Group and the Company.

**Previously filed.*

SIGNATURES

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

Dated: November 21, 2016

By: /s/ Damian Perl
Damian Perl

Global Defense &
National Security
Holdings LLC

By: Black Marlin Ltd, its
Manager

By: /s/ Damian Perl
Name: Damian Perl
Title: Manager

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4. Form of Letter Agreement from each of the Issuer's officers, directors and the Sponsor (incorporated by reference to Exhibit 10.1 to the Registration Statement on Form S-1 (File No. 333-191195) filed by the Issuer with the Commission on October 22, 2013). *
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7. Agreement regarding filing of joint Schedule 13D (incorporated by reference to Exhibit 7 to the Schedule 13D filed by Issuer with the Commission on November 8, 2013).*
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9. Form of Convertible Promissory Note, dated May 12, 2015, issued by the Issuer to the Sponsor (incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Issuer with the Commission on May 14, 2015).*

10. Amended and Restated Limited Liability Company Agreement of Global Defense & National Security Holdings, LLC, dated June 1, 2015 (incorporated by reference to Exhibit 10 to the Schedule 13D/A filed by Issuer with the Commission on June 2, 2015).*
11. Form of Convertible Promissory Note, dated October 8, 2015, issued by the Issuer to the Sponsor (incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Issuer with the Commission on October 8, 2015).*

Second Amended and Restated Backstop Common Stock Purchase Agreement, dated November 23, 2015, by and
12. between the Issuer and the Sponsor (incorporated by reference to Exhibit 12 to the Schedule 13D/A filed by Issuer with the Commission on November 25, 2015).*

Stock Purchase Agreement, dated June 8, 2015, by and among Issuer, STG Group, Inc., the stockholders of STG
13. Group, Inc., Sponsor and Simon S. Lee, as stockholder representative (incorporated by reference to Annex A to the Definitive Proxy Statement on Schedule 14A filed by Issuer with the Commission on October 22, 2015).*

Voting Agreement, dated November 23, 2015, by and between Issuer, Sponsor and the stockholders of STG
14. Group, Inc. (incorporated by reference to Exhibit 14 to the Schedule 13D/A filed by Issuer with the Commission on November 25, 2015).*

Amended and Restated Registration Rights Agreement, dated as of November 23, 2015, by and among STGG and
the Sponsor (incorporated by reference to Exhibit 15 to the Schedule 13D/A filed by Issuer with the Commission
15. on November 25, 2015).*

Share Contribution and Dividend Waiver Letter, dated as of November 23, 2015, from the Sponsor to STGG
(incorporated by reference to Exhibit 16 to the Schedule 13D/A filed by Issuer with the Commission on
16. November 25, 2015).*

Stock Assignment, dated as of November 23, 2015, from the Sponsor to the STG Stockholders (incorporated by
reference to Exhibit 17 to the Schedule 13D/A filed by Issuer with the Commission on November 25, 2015).*
17.

Form of Convertible Promissory Note, dated November 13, 2015, issued by the Issuer to the Sponsor
(incorporated by reference to Exhibit 10.1 to the Form 8-K filed by Issuer with the Commission on November 13,
18. 2015).*

19. Consent Agreement, dated as of November 14, 2016, by and among the Sponsor, the Stockholder Group and the Company.

**Previously filed.*