

Miller Roger P.
Form 4
December 02, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Alterna Core Capital Assets Fund II, L.P.

2. Issuer Name and Ticker or Trading Symbol
Midwest Energy Emissions Corp. [MEEC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2015

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O ALTERNA CAPITAL PARTNERS LLC, 15 RIVER ROAD, SUITE 320

(Street)

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

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

WILTON, CT 06987

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
12% Senior Secured Convertible Note	\$ 0.5 ⁽¹⁾ <u>(2) (3)</u>	11/30/2015		J ⁽¹⁾⁽²⁾⁽³⁾		\$		<u>(6)</u>	<u>(7)</u>	Common Stock	\$ 71,774 <u>(1) (2) (3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alterna Core Capital Assets Fund II, L.P. C/O ALTERNA CAPITAL PARTNERS LLC 15 RIVER ROAD, SUITE 320 WILTON, CT 06987		X		
Alterna Capital Partners LLC C/O ALTERNA CAPITAL PARTNERS LLC 15 RIVER ROAD, SUITE 320 WILTON, CT 06897		X		
Alterna General Partner II LLC C/O ALTERNA CAPITAL PARTNERS LLC 15 RIVER ROAD, SUITE 320 WILTON, CT 06897		X		
AC Midwest Energy LLC C/O ALTERNA CAPITAL PARTNERS LLC 15 RIVER ROAD, SUITE 320 WILTON, CT 06897		X		
Toll Harry V. C/O ALTERNA CAPITAL PARTNERS LLC 15 RIVER ROAD, SUITE 320 WILTON, CT 06897		X		
Press Eric M. C/O ALTERNA CAPITAL PARTNERS LLC 15 RIVER ROAD, SUITE 320 WILTON, CT 06897		X		
		X		

Goldin Earle
 C/O ALTERNA CAPITAL PARTNERS LLC
 15 RIVER ROAD, SUITE 320
 WILTON, CT 06897

FURNIVALL JAMES C
 C/O ALTERNA CAPITAL PARTNERS LLC
 15 RIVER ROAD, SUITE 230
 WILTON, CT 06897 X

Miller Roger P.
 C/O ALTERNA CAPITAL PARTNERS LLC
 15 RIVER ROAD, SUITE 320
 WILTON, CT 06897 X

Signatures

Thomas X.
 Fritsch 12/02/2015

**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) As previously reported, on August 14, 2014, the Issuer, the Issuer's wholly-owned subsidiary and AC Midwest Energy LLC ("AC Midwest") entered into a series of agreements, including a certain Financing Agreement (the "Original Financing Agreement"), pursuant to the terms of which AC Midwest purchased from the Issuer a 12% senior secured convertible note in the principal amount of \$10 million (the "Original Note") and a five year warrant (the "Warrant") to purchase up to an additional 12,500,000 shares of the Issuer's common stock, par value \$0.001 per share (the "Common Stock").

(2) Also as previously reported, on March 16, 2015 the above-referenced parties entered into series of amendments related to the Original Financing Agreement, including (i) a Wavier and Amendment to Financing Agreement and Reaffirmation of Guaranty (the "Amended Financing Agreement"), pursuant to which the Issuer made a \$3 million payment toward the principal balance of the Original Note and the conversion price of the Original Note was adjusted to \$0.50 per share of Common Stock, and (ii) an amendment to the Warrant, pursuant to which the exercise price of the Warrant was adjusted to \$0.50 per share of Common Stock. The Warrant remains subject to percentage based anti-dilution protection requiring that the aggregate number of shares of Common Stock purchasable upon its initial exercise not be less than an amount equal to 15% of the Issuer's then outstanding shares of capital stock on a fully diluted basis.

(3) On November 16, 2015, the above-referenced parties entered into a second series of amendments related to the Amended Financing Agreement (the "Second Amended Financing Agreement" and, together with the Original Financing Agreement and Amended Financing Agreement, the "Financing Agreement"), pursuant to which AC Midwest purchased from the Issuer an additional 12% senior secured convertible note in the principal amount of \$600,000 with a conversion price of \$0.50 per share of Common Stock (the "New Note" and, together with the Original Note, the "Notes") and a five year warrant to purchase up to an additional 5,000,000 shares of Common Stock at an exercise price of \$0.35 per share of Common Stock (the "New Warrant").

(4) Interest on the Notes is payable at a rate of 2% in cash and 10% in kind (the "PIK Interest") through August 13, 2016 and thereafter is payable entirely in cash. Interest is calculated on the basis of a 360-day year and actual days elapsed, and it accrues or is payable, as applicable, monthly in arrears on or before the last day of each calendar month. As of November 30, 2015, the outstanding principal balance of the Notes together with all accrued interest thereon was \$8,984,651. An additional \$77,368 of PIK Interest will accrue and become payable on the Notes through January 29, 2016.

(5) The New Warrant is immediately exercisable for 3,600,000 shares of Common Stock; the remaining 1,400,000 shares of Common Stock are subject to certain conditions precedent. The New Warrant is also subject to percentage based anti-dilution protection, requiring that the aggregate number of shares of Common Stock purchasable upon any exercise date not be less than an amount equal to 0.12% per 100,000 shares of Common Stock purchasable of the Issuer's then outstanding shares of capital stock on a fully diluted basis.

(6) Immediately convertible.

(7)

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The maturity date of the Notes is the earlier of (i) July 31, 2018, or (ii) the date on which the unpaid balance becomes due and payable pursuant to the terms of the Notes and Financing Agreement.

This statement is jointly filed by and on behalf of each of Alterna Core Capital Assets Fund II, L.P. ("Fund II"), Alterna Capital Partners LLC ("Alterna"), Alterna General Partner II LLC ("Fund II General Partner"), AC Midwest, Harry V. Toll, James C. Furnivall, Eric M. Press, Roger P. Miller and Earle Goldin. AC Midwest is the record and direct beneficial owner of the securities covered by this statement. Fund II owns all of the outstanding equity interests of AC Midwest and may be deemed to beneficially own securities held by AC Midwest.

Alterna, in its capacity as investment adviser to Fund II, has the ability to direct the investment decisions of the Fund II, including the power to vote and dispose of securities held by AC Midwest and may be deemed to beneficially own securities held by AC Midwest.

Fund II General Partner, in its capacity as the general partner of Fund II, has the ability to direct the management of Fund II's business, including the power to direct the decisions of Fund II regarding the vote and disposition of securities held by AC Midwest and may be deemed to beneficially own securities held by AC Midwest.

Each of Messrs. Toll, Furnivall, Press and Miller, by virtue of their role as managing members of Alterna, and Mr. Goldin, by virtue of his role as a member of Alterna, may be deemed to have shared power regarding the vote and disposition of securities held by AC Midwest and may be deemed to beneficially own securities held by AC Midwest.

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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