

SEC Form 3

**FORM 3**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Regular Robert</u> <hr/> (Last) (First) (Middle) 525 WASHINGTON BLVD, SUITE 2620 <hr/> (Street) JERSEY NJ 07310 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/02/2015	3. Issuer Name and Ticker or Trading Symbol <u>Kitara Holdco Corp. [ PROM ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <u>Chief Executive Officer</u>	5. If Amendment, Date of 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 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)
Common Stock <sup>(1)</sup>	10,091,409	D	

**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 Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (right to buy) <sup>(2)</sup>	(3)	07/01/2018	Common Stock	2,400,000	0.2	D	
Common Stock Purchase Warrants <sup>(4)</sup>	04/30/2014	04/29/2019	Common Stock	45,455	0.825	D	

**Explanation of Responses:**

- On October 10, 2014, Kitara Holdco Corp. (the "Issuer"), Kitara Media Corp. ("Kitara") and Kitara Merger Sub, Inc. ("Merger Sub"), a wholly-owned subsidiary of the Issuer, entered into an Agreement and Plan of Reorganization (the "Merger Agreement"), pursuant to which, and subject to the terms and conditions thereof, on January 26, 2015 (the "Closing Date") Merger Sub merged with and into Kitara, with Kitara surviving the merger as a wholly-owned subsidiary of the Issuer. On the Closing Date, pursuant to the Merger Agreement, and subject to the terms and conditions thereof, at the effective time of the merger, Mr. Regular acquired 10,091,409 shares of common stock of the Issuer (the "Common Stock") in exchange for the same number of shares he previously beneficially held in Kitara.
- The stock options were assumed by Holdco in the Merger.
- The stock options vest quarterly over a four-year period commencing on July 1, 2013.
- The Common Stock Purchase Warrants were assumed by Holdco in the Merger.

**Remarks:**

/s/ Robert Regular

02/02/2015

\*\* Signature of Reporting Person

Date

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

\* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid

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