

API Technologies Corp.  
Form SC 13D/A  
March 02, 2016  
**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 2)<sup>1</sup>

API Technologies Corp.

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

00187E203

(CUSIP Number)

Warren G. Lichtenstein

Steel Partners Holdings L.P.

590 Madison Avenue, 32nd Floor

New York, New York 10022

(212) 520-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

February 29, 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 shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

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<sup>1</sup> 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 page 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*).

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NAME OF REPORTING PERSONS

1

STEEL EXCEL INC.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A  
GROUP\*

(a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

5

PURSUANT TO ITEM 2(d) OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

DELAWARE

SOLE VOTING POWER

7

NUMBER OF

- 0 -

SHARES

SHARED VOTING POWER

BENEFICIALLY<sup>8</sup>

OWNED BY

11,434,278

SOLE DISPOSITIVE POWER

EACH

9

REPORTING

- 0 -

PERSON WITH

SHARED DISPOSITIVE POWER

10

11,434,278

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,434,278

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

12

SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

20.5%

TYPE OF REPORTING PERSON

14

CO

---

NAME OF REPORTING PERSONS

1

STEEL PARTNERS HOLDINGS L.P.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A  
GROUP\*

(a)

2

b)  
SEC USE ONLY

3

SOURCE OF FUNDS

4

AF  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

5

PURSUANT TO ITEM 2(d) OR  
2(e)  
CITIZENSHIP OR PLACE OF ORGANIZATION

6

DELAWARE  
SOLE VOTING POWER

7

NUMBER OF  
SHARES - 0 -  
SHARED VOTING POWER

BENEFICIALLY<sup>8</sup>

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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20.5%

TYPE OF REPORTING PERSON

14

PN

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NAME OF REPORTING PERSONS

1

SPH GROUP LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A  
GROUP\*

(a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

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PURSUANT TO ITEM 2(d) OR

2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

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TYPE OF REPORTING PERSON

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TYPE OF REPORTING PERSON

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NAME OF REPORTING PERSONS

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STEEL PARTNERS HOLDINGS GP INC.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A  
GROUP\*

(a)

2

(b)  
SEC USE ONLY

3

SOURCE OF FUNDS

4

AF  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

5

PURSUANT TO ITEM 2(d) OR  
2(e)  
CITIZENSHIP OR PLACE OF ORGANIZATION

6

DELAWARE  
SOLE VOTING POWER

7

NUMBER OF  
SHARES - 0 -  
SHARED VOTING POWER

BENEFICIALLY<sup>8</sup>

OWNED BY 11,434,278  
SOLE DISPOSITIVE POWER

EACH 9

REPORTING  
PERSON WITH - 0 -  
SHARED DISPOSITIVE POWER

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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TYPE OF REPORTING PERSON

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CO

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The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned (“Amendment No. 2”). This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The aggregate purchase price of the 11,434,278 Shares owned directly by Steel Excel is approximately \$28,359,062, including brokerage commissions. The Shares owned directly by Steel Excel were acquired with the working capital of Steel Excel.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On February 28, 2016, the Issuer entered into an Agreement and Plan of Merger (the “Merger Agreement”) with RFI Holding Company (“Parent”) and RF Acquisition Sub, Inc., a wholly owned subsidiary of Parent (“Merger Sub”), providing for the merger of Merger Sub with and into the Issuer (the “Merger”), with the Issuer surviving the Merger as a wholly owned subsidiary of Parent, as described in the Issuer’s Current Report on Form 8-K filed with the Securities and Exchange Commission on March 1, 2016 (the “March 1, 2016 8-K”). The foregoing description of the Merger Agreement and the transactions contemplated thereby does not purport to be complete and is subject to, and qualified in its entirety by reference to, the full text of the Merger Agreement, which is attached as Exhibit 2.1 to the March 1, 2016 8-K.

On February 29, 2016, Vintage Albany Acquisition and Steel Excel Inc. (“Steel” and together with Vintage Albany Acquisition, the “Majority Shareholders”), the record and beneficial owners of 22,000,000 Shares and 11,434,278 Shares, respectively, approved the Merger and adopted the Merger Agreement by written consent (the “Written Consent”). Together, the Majority Shareholders hold over a majority of the Shares. The approval by the Majority Shareholders constitutes the required approval of the Merger and adoption of the Merger Agreement by the Issuer’s stockholders under the Delaware General Corporation Law and the Issuer’s Certificate of Incorporation.

By executing the irrevocable Written Consent, each of the Majority Shareholders has agreed, among other things, (1) not to transfer any Shares at any time prior to the consummation of the Merger, (2) to irrevocably waive any rights to appraisal of the fair value of any of its Shares, and (3) to forego participation as a plaintiff or member of a plaintiff

class in any action with respect to any claim based on its status as a stockholder of the Issuer relating to the negotiation, execution or delivery of the Written Consent or the consummation of (but not the failure to consummate) the Merger and to affirmatively waive and release any right or claim of recovery or recovery in any settlement or judgment related to any such action reasonably requested by Parent in writing. Parent is a third party beneficiary of the waivers and agreements set forth in the Written Consent.

The foregoing description of the Written Consent does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Written Consent, which is attached as Exhibit 99.1 hereto and incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

Item 5(a)-(c) is hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 55,850,000 Shares outstanding, which is the total number of Shares outstanding as of February 25, 2016, as reported in Exhibit 2.1 to the March 1, 2016 8-K.

As of the date hereof, Steel Excel owned directly 11,434,278 Shares, constituting approximately 20.5% of the Shares outstanding. By virtue of their relationships with Steel Excel discussed in further detail in Item 2, each of SPHG Holdings, Steel Holdings, SPHG and Steel Holdings GP may be deemed to beneficially own the Shares owned directly by Steel Excel.

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(b) Each of Steel Excel, SPHG Holdings, SPHG, Steel Holdings and Steel Holdings GP is deemed to have shared power to vote and dispose of the Shares owned directly by Steel Excel.

(c) There were no transactions in the Shares by the Reporting Persons during the past 60 days.

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

Item 6 is hereby amended to add the following:

On February 29, 2016, Steel Excel executed the Written Consent approving the Merger and adopting the Merger Agreement. Reference is made to Item 4 above for a more detailed description of the Written Consent.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

99.1 Written Consent of Stockholders In Lieu of Meeting of API Technologies Corp.

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SIGNATURES

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

Dated: March 2, 2016 STEEL EXCEL INC.

By: /s/ James  
F.  
McCabe,  
Jr.  
James F.  
McCabe,  
Jr., Chief  
Financial  
Officer

STEEL PARTNERS  
HOLDINGS L.P.

By: Steel  
Partners  
Holdings  
GP Inc.  
General  
Partner

By: /s/ Jack  
L.  
Howard  
Jack L.  
Howard,  
President

SPH GROUP LLC

By: Steel  
Partners  
Holdings  
GP Inc.  
Managing  
Member



By: /s/ Jack  
L.  
Howard  
Jack L.  
Howard,  
President

SPH GROUP  
HOLDINGS LLC

By: Steel  
Partners  
Holdings  
GP Inc.  
Manager

By: /s/ Jack  
L.  
Howard  
Jack L.  
Howard,  
President

STEEL PARTNERS  
HOLDINGS GP INC.

By: /s/ Jack  
L.  
Howard  
Jack L.  
Howard,  
President