

BARINGTON/HILCO ACQUISITION CORP.

Form SC 13G

August 22, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(b), (c) and (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO §240.13d-2**

(Amendment No.\_\_\_\_)\*

Barington/Hilco Acquisition Corp.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

06759V101

(CUSIP Number)

August 9, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

\*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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 06759V101 **13G**

NAMES OF REPORTING PERSONS

1

Woodland Partners

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2(a) o

(b) o

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

New York  
Number of  
Shares  
Beneficially 5 SOLE VOTING POWER  
Owned By  
Each 100,000 shares  
Reporting  
Person  
With 6 SHARED VOTING POWER  
0 shares

7 SOLE DISPOSITIVE POWER

100,000 shares

8 SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

100,000 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.6%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 06759V101 **13G**

NAMES OF REPORTING PERSONS

1

Barry Rubenstein

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2(a) ☐

(b) ☐

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

Number of  
Shares

Beneficially ☐ 5 SOLE VOTING POWER

Owned By

Each 150,000 shares

Reporting

Person

With ☐ 6 SHARED VOTING POWER

100,000 shares

☐ 7 SOLE DISPOSITIVE POWER

150,000 shares

8 SHARED DISPOSITIVE POWER

100,000 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

250,000 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 06759V101 **13G**

NAMES OF REPORTING PERSONS

1

Marilyn Rubenstein

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a) ☐

(b) ☐

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

Number of  
Shares

Beneficially ☐ SOLE VOTING POWER

Owned By

Each ☐ 0 shares

Reporting

Person

With ☐ SHARED VOTING POWER

250,000 shares

☐ SOLE DISPOSITIVE POWER

0 shares

8 SHARED DISPOSITIVE POWER

250,000 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

250,000 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN



**Item 1.**

(a) Name of Issuer:

Barington/Hilco Acquisition Corp.

(b) Address of Issuer's Principal Executive Offices:

888 Seventh Avenue, 17<sup>th</sup> Floor  
New York, New York 10019

**Item 2.**

1. (a) Name of Person Filing: Woodland Partners  
(b) Address of Principal Business Office, or, if None, Residence:  
68 Wheatley Road  
Brookville, New York 11545  
(c) Place of Organization: New York  
(d) Title of Class of Securities: Common Stock, par value \$0.0001 per share  
(e) CUSIP Number: 06759V101
2. (a) Name of Person Filing: Barry Rubenstein  
(b) Address of Principal Business Office, or, if None, Residence:  
68 Wheatley Road  
Brookville, New York 11545  
(c) Citizenship: United States  
(d) Title of Class of Securities: Common Stock, par value \$0.0001 per share  
(e) CUSIP Number: 06759V101
3. (a) Name of Person Filing: Marilyn Rubenstein  
(b) Address of Principal Business Office, or, if None, Residence:  
68 Wheatley Road  
Brookville, New York 11545  
(c) Citizenship: United States  
(d) Title of Class of Securities: Common Stock, par value \$0.0001 per share  
(e) CUSIP Number: 06759V101

**Item 3.** If this statement is filed pursuant to §240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C.78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C.78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).



- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) A non-U.S. institution in accordance with §240.13d-(b)(1)(ii)(J).
  
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing is a non-U.S. institution in accordance with §240.13d-(b)(1)(ii)(J) please specify the type of institution.

#### Item 4. Ownership.

The reporting persons hold common stock, \$0.0001 par value per share ("Common Shares").

The percentages of beneficial ownership shown below are based on 2,784,040 Common Shares (after subtracting 1,966,096 Common Shares reported as presented for redemption) outstanding as reported in the Issuer's Form 8-K, dated August 9, 2017.

##### 1. Woodland Partners:

- (a) Amount beneficially owned: 100,000<sup>1</sup> shares.
- (b) Percent of class: 3.6%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 100,000<sup>1</sup> shares.
  - (ii) Shared power to vote or to direct the vote: 0 shares.
  - (iii) Sole power to dispose or to direct the disposition of: 100,000<sup>1</sup> shares.
  - (iv) Shared power to dispose or to direct the disposition of: 0 shares.

##### 2. Barry Rubenstein:

- Amount beneficially owned: 250,000<sup>1,2,3</sup> shares. Barry Rubenstein is a general partner of Woodland Partners. Mr. Rubenstein is the husband of Marilyn Rubenstein.
- (b) Percent of class: 9.0%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 150,000<sup>2</sup> shares.
  - (ii) Shared power to vote or to direct the vote: 100,000<sup>1,3</sup> shares.
  - (iii) Sole power to dispose or to direct the disposition of: 150,000<sup>2</sup> shares.
  - (iv) Shared power to dispose or to direct the disposition of: 100,000<sup>1,3</sup> shares.

<sup>1</sup> Includes 100,000 Common Shares held by Woodland Partners.

<sup>2</sup> Includes 150,000 Common Shares held by the Barry Rubenstein Rollover IRA account.

<sup>3</sup> The reporting person disclaims beneficial ownership of these securities except to the extent of his/her equity interest therein.

3. Marilyn Rubenstein:

Amount beneficially owned: 250,000<sup>1,2,3</sup> shares. Marilyn Rubenstein is a general

(a) partner of Woodland Partners. Marilyn Rubenstein is the wife of Barry Rubenstein.

(b) Percent of class: 9.0%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 0 shares.

(ii) Shared power to vote or to direct the vote: 250,000<sup>1,2,3</sup> shares.

(iii) Sole power to dispose or to direct the disposition of: 0 shares.

(iv) Shared power to dispose or to direct the disposition of: 250,000<sup>1,2,3</sup> shares.

A Joint Filing Agreement is attached hereto as Exhibit A.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. o

*Instruction:* Dissolution of a group requires a response to this item.

Item 6. **Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable.

Item 7. **Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Persons.**

Not Applicable.

Item 8. **Identification and Classification of Members of the Group.**

Not Applicable.

Item 9. **Notice of Dissolution of Group.**

Not Applicable.

Item 10. **Certification.**

By signing below each party certifies that, to the best of his/her/its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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

Dated: August 21, 2017

WOODLAND PARTNERS

By: /s/ Barry Rubenstein  
Barry Rubenstein, a General Partner

/s/ Barry Rubenstein  
Barry Rubenstein

/s/ Marilyn Rubenstein  
Marilyn Rubenstein

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on Schedule 13G with respect to the securities of Barington/Hilco Acquisition Corp. and any further amendments thereto executed by each and any of us shall be filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

This Agreement may be executed in separate counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.

Dated: August 21, 2017

WOODLAND PARTNERS

By: /s/ Barry Rubenstein  
Barry Rubenstein, a General Partner

/s/ Barry Rubenstein  
Barry Rubenstein

/s/ Marilyn Rubenstein  
Marilyn Rubenstein