

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

FORM 8-K/A

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): July 2, 2012

AMP HOLDING INC.

(Exact name of registrant as specified in its charter)

Nevada

000-53704

26-1394771

(State or Other Jurisdiction of Incorporation)

(Commission File Number)

(IRS Employer Identification Number)

100 Commerce Drive, Loveland, Ohio 45140  
(Address of principal executive offices) (zip code)

513-297-3640  
(Registrant's telephone number, including area code)

Copies to:  
Stephen M. Fleming, Esq.  
Fleming PLLC  
49 Front Street, Suite 206  
Rockville Centre, New York 11570  
Phone: (516) 833-5034  
Fax: (516) 977-1209

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry Into A Material Definitive Agreement**

**Item 3.02 Unregistered Sales of Equity Securities**

From January 6, 2012 through July 9, 2012, AMP Holding Inc. (the "Company") entered into Securities Purchase Agreements and Security Agreements with several accredited investors (the "2012 Investors") providing for the sale by the Company to the 2012 Investors of Secured Convertible Debentures in the aggregate amount of \$1,539,250 (the "2012 Notes"). In addition to the 2012 Notes, the 2012 Investors also received common stock purchase warrants (the "2012 Warrants") to acquire 1,539,250 shares of common stock of the Company. The 2012 Warrants are exercisable for three years at an exercise price of \$0.50. The Company received the proceeds in connection with these financings between January 6, 2012 and July 9, 2012 with the most recent \$150,000 invested on July 2, 2012. Further, Stephen Burns, an officer and director, converted secured and unsecured loans provided to the Company from September 11, 2011 to June 5, 2012 in the aggregate amount of \$389,250 into the 2012 Notes and 2012 Warrants.

The 2012 Notes mature one year from their respective effective dates (the "Maturity Dates") and interest associated with the 2012 Notes is 10% per annum, which is payable on the Maturity Dates. The 2012 Notes are convertible into shares of common stock of the Company, at the 2012 Investors' option, at a conversion price of \$0.50. Upon the closing of any financing in an amount greater than \$3,000,000 (the "Financing"), the Company, in its sole discretion, may require that the 2012 Notes be converted into securities of the Company at the same terms of the Financing. The 2012 Notes and the 2012 Warrants carry standard anti-dilution provisions but in no event may the conversion price be reduced below \$0.25. Further, the 2012 Investors will have the right to participate in the next financing on a pro-rata basis up to \$1,000,000.

The Company claims an exemption from the registration requirements of the Securities Act of 1933 (the "Securities Act") for the private placement of these securities pursuant to Section 4(2) of the Securities Act and/or Regulation D promulgated thereunder. The investors are accredited investors as defined in Rule 501 of Regulation D promulgated under the Securities Act.

The foregoing information is a summary of each of the agreements involved in the transactions described above, is not complete, and is qualified in its entirety by reference to the full text of those agreements, each of which is attached an exhibit to this Current Report on Form 8-K. Readers should review those agreements for a complete understanding of the terms and conditions associated with this transaction.

**Item 9.01 Financial Statements and Exhibits**

Exhibit No.	Description of Exhibit
4.1	Form of Securities Purchase Agreement (1)
4.2	Form of Secured Convertible Debenture (1)
4.3	Form of Common Stock Purchase Warrant (1)
4.4	Form of Security Agreement (1)
4.5	Letter Agreement by and between Stephen Burns and AMP Holding Inc.

(1) Incorporated by reference to the Form 8-K Current Report as filed with the Securities and Exchange Commission on February 28, 2012.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AMP HOLDING INC.**

Date: July 10, 2012

By: /s/ Stephen Burns

Name: Stephen Burns

Title: President

**Exhibit 4.5**

**Stephen Burns**  
c/o AMP Holding Inc.  
100 Commerce Boulevard  
Loveland, Ohio 45140

July 10, 2012

**AMP Holding Inc.**  
100 Commerce Boulevard  
Loveland, Ohio 45140

Attention: Richard J. Calme, CFO

Re: Promissory Notes (the "Notes") dated September 29, 2011 in the amount of \$62,000, December 31, 2011 in the amount of \$200,000, May 30, 2012 in the amount of \$12,250, May 31, 2012 in the amount of \$15,000 and June 5, 2012 in the amount of \$100,000 between AMP Holding Inc. ("Maker") and Stephen Burns ("Holder")

Dear Mr. Taylor:

Reference is hereby made to the Notes. Please be advised that I wish to convert the aggregate amount owed to me under the Notes to the Secured Convertible Debenture (the "Debenture") attached hereto as Exhibit A. Enclosed is the fully executed Securities Purchase Agreement and Security Agreement. Please deliver the standard debenture and warrant together with the countersigned Securities Purchase Agreement and Security Agreement.

I kindly request that you execute this letter below indicating that you agree with the above.

Sincerely,

/s/Stephen Burns  
Stephen Burns

AGREED AND ACKNOWLEDGED:

AMP Holding Inc.

By: Richard J. Calme  
Name: Richard J. Calme  
Title: Acting Chief Financial Officer