

**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): May 29, 2013

AMP HOLDING INC.

(Exact name of registrant as specified in its charter)

<u>Nevada</u>	<u>000-53704</u>	<u>26-1394771</u>
(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)

513-360-4704
(Registrant's telephone number, including area code)

Copies to:
Stephen M. Fleming, Esq.
Fleming PLLC
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Rockville Centre, New York 11570
Phone: (516) 833-5034
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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))
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Item 1.01 **Entry Into A Material Definitive Agreement**
Item 3.02 **Unregistered Sales of Equity Securities**

From March 13, 2013 through May 30, 2013, AMP Holding Inc. (the “Company”) entered into subscription agreements with various accredited investors (the “March 2013 Accredited Investors”) pursuant to which the March 2013 Accredited Investors purchased 20,750,000 shares of the Company’s common stock (the “March 2013 Subscription Shares”) for a purchase price of \$4,150,000, together with common stock purchase warrants to acquire 10,375,000 shares of common stock at \$0.40 per share for a period of three years (the “March 2013 Warrant” and together with the March 2013 Subscription Shares, the “March 2013 Securities”).

The March 2013 Securities were offered and sold in a private placement transaction made in reliance upon exemptions from registration pursuant to Section 4(2) under the Securities Act of 1933 (the “Securities Act”) and/or Rule 506 promulgated under the Securities Act. The March 2013 Accredited 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
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10.1	Form of Subscription Agreement entered by and between AMP Holding Inn. and the May 2013 Accredited Investors (1)
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10.2	Form of Common Stock Purchase Warrant issued to the May 2013 Accredited Investors (1)
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(1) Incorporated by reference to the Form 8-K Current Report as filed with the Securities and Exchange Commission on March 15, 2013

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 2, 2013

By: /s/ Stephen Burns
Name: Stephen Burns
Title: Chief Executive Officer