

FORM 3

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

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person * BAKSA STEPHEN D (Last) (First) (Middle) 2 WOODS LANE (Street) CHATAM, NJ 07928 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/06/2012	3. Issuer Name and Ticker or Trading Symbol AMP Holding Inc. [AMPD]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year) 01/11/2013
		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, \$0.001 par value per share	6,041,941	D	
Common Stock, \$0.001 par value per share	310,000	I	SEE FOOTNOTE (1)

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

SEC 1473 (7-02)

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

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 of Derivative Security: 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			
Common Stock Purchase Warrant	12/03/2010	12/03/2013	Common Stock, Par Value \$0.001	83,334	\$ 0.8	D	
Common Stock Purchase Warrant	04/06/2011	04/06/2014	Common Stock, Par Value \$0.001	125,000	\$ 0.8	D	
Common Stock Purchase Warrant	01/31/2012	01/31/2015	Common Stock, Par Value \$0.001	150,000	\$ 0.25	D	
Common Stock Purchase Warrant	05/11/2012	05/11/2015	Common Stock, Par Value	50,000	\$ 0.25	D	

			\$0.001				
Common Stock Purchase Warrant	08/03/2012	08/03/2012	Common Stock, Par Value \$0.001	100,000	\$ 0.25	D	
Common Stock Purchase Warrant	02/21/2013	02/21/2016	Common Stock, Par Value \$0.001	250,000	\$ 0.4	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKSA STEPHEN D 2 WOODS LANE CHATAM, NJ 07928		X		

Signatures

/s/ Stephen D. Baksa		03/06/2013
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* 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).

(I) Shares held by the Stephen D. Baksa 2012 Trust F/B/O Sarah E. Marra, F/B/O Brian S. Baksa

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

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