

FORM 4

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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			2. Issuer Name and Ticker or Trading Symbol AMP Holding Inc. [AMPD]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/23/2014					
2 WOODS LANE			4. If Amendment, Date Original Filed (Month/Day/Year)			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		
(Street)								
CHATHAM, NJ 07928								
(City)			(State)			(Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK, \$0.001 PAR VALUE PER SHARE	05/23/2014		P		4,500,000	A	\$ 450,000	19,376,941	D (2)	
COMMON STOCK, \$0.001 PAR VALUE PER SHARE	03/27/2014		P		7,500,000	A	\$ 750,000	14,876,941	D (1)	
COMMON STOCK, \$0.001 PAR VALUE PER SHARE								310,000	I	See footnote (3)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
COMMON STOCK PURCHASE WARRANT	\$ 0.15					05/23/2014	05/23/2017	COMMON STOCK, PAR VALUE \$0.001	2,250,000 (2)		2,250,000 (2)	D	
COMMON STOCK PURCHASE WARRANT	\$ 0.15					03/27/2014	03/27/2017	COMMON STOCK PAR VALUE \$0.001	3,750,000 (1)		3,750,000 (1)	D	
COMMON STOCK PURCHASE WARRANT	\$ 0.4					03/13/2013	03/13/2016	COMMON STOCK, PAR VALUE \$0.001	1,250,000		1,250,000	D	
COMMON STOCK PURCHASE WARRANT	\$ 0.8					12/03/2010	12/03/2013	COMMON STOCK, PAR VALUE \$0.001	83,334		83,334	D	
COMMON STOCK PURCHASE WARRANT	\$ 0.8					04/06/2011	04/06/2014	COMMON STOCK, PAR VALUE \$0.001	125,000		125,000	D	
COMMON STOCK PURCHASE WARRANT	\$ 0.25					01/31/2012	01/31/2015	COMMON STOCK, PAR VALUE \$0.001	150,000		150,000	D	
								COMMON					

COMMON STOCK PURCHASE WARRANT	\$ 0.25							05/11/2012	05/11/2015	STOCK, PAR VALUE \$0.001	50,000		50,000	D
COMMON STOCK PURCHASE WARRANT	\$ 0.25							08/03/2012	08/03/2015	COMMON STOCK, PAR VALUE \$0.001	100,000		100,000	D
COMMON STOCK PURCHASE WARRANT	\$ 0.4							02/21/2013	02/21/2016	COMMON STOCK, PAR VALUE \$0.001	250,000		250,000	D
COMMON STOCK PURCHASE WARRANT	\$ 0.8							12/03/2010	12/03/2013	COMMON STOCK, PAR VALUE \$0.001	83,334		83,334	D

Reporting Owners

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

Signatures

/s/ Stephen D. Baksa	06/05/2014
<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 4(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).
- (1) On March 27, 2014, the Company entered into a subscription agreement with Mr. Baksa pursuant to which Mr. Baksa purchased 7,500,000 shares of the Company's common stock and a common stock purchase warrant to acquire 3,750,000 shares of common stock at \$0.15 per share for a purchase price of \$750,000.
- (2) On May 23, 2014 Mr. Baksa and the Company converted an aggregate of \$450,000 that Mr. Baksa deposited and/or loaned to the Company into 4,500,000 shares of the Company's common stock and a common stock purchase warrant to acquire 2,250,000 shares of common stock at \$0.15 per share.
- (3) 310,000 shares of common stock 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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