

CPI AEROSTRUCTURES INC

Form 4

April 02, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ROSENFELD ERIC**

(Last) (First) (Middle)

**C/O CRESCENDO PARTNERS,  
L.P., 777 THIRD AVENUE, 37TH  
FLOOR**

(Street)

**NEW YORK, NY 10017**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
**CPI AEROSTRUCTURES INC  
[CVU]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/29/2013**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/29/2013                              |                                                             | M                                       | 10,000 A                                                                | \$ 8.2 135,065                                                                                                     | D                                                                       |                                                                   |
| Common<br>Stock                       | 03/29/2013                              |                                                             | F                                       | 9,568 D                                                                 | \$ 8.57 125,497                                                                                                    | D                                                                       |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 510,270 <sup>(1)</sup>                                                                                             | I                                                                       | By<br>Crescendo<br>Partners II,<br>L.P. Series<br>L               |

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

**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.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
| Option to<br>Purchase<br>Common<br>Stock            | \$ 8.2                                                             | 03/29/2013                              |                                                             | M                                       | 10,000                                                                                                       | 04/01/2008 03/31/2013                                          | Common<br>Stock                                                     | 10,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                       | Relationships                    |
|------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                      | Director 10% Owner Officer Other |
| ROSENFELD ERIC<br>C/O CRESCENDO PARTNERS, L.P.<br>777 THIRD AVENUE, 37TH FLOOR<br>NEW YORK, NY 10017 | X                                |

## Signatures

/s/ Eric  
Rosenfeld 04/02/2013

\_\_Signature of  
Reporting Person Date

## 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).

Mr. Rosenfeld is the senior managing member of Crescendo Investments II, LLC ("Crescendo Investments II"). Crescendo Investments II (1) is the general partner of Crescendo Partners II, L.P. Series L ("Crescendo Partners II"). Mr. Rosenfeld and Crescendo Investments II disclaim beneficial ownership of the shares held by Crescendo Partners II, except to the extent of his or its pecuniary interest therein.

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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