SAExploration Holdings, Inc.

Form 4 June 25, 2013

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

Check this box

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Sgro David

FLOOR

(City)

(Instr. 3)

2. Issuer Name and Ticker or Trading Symbol

(Month/Day/Year)

SAExploration Holdings, Inc.

3. Date of Earliest Transaction

[SAEX]

(Last) (First) (Middle)

777 THIRD AVENUE, 37TH

(Street)

4. If Amendment, Date Original

06/21/2013

Filed(Month/Day/Year)

(State)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

NEW YORK, NY 10017

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(Zip)

3. 4. Securities Code (Month/Day/Year) (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

5. Amount of Securities Beneficially Owned Following

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Indirect Ownership (Instr. 4)

7. Nature of

Reported Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

Edgar Filing: SAExploration Holdings, Inc. - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr.		Securities Acquired (A Disposed of (Instr. 3, 4, 5)	f (D))		(Instr. 3 and	4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Convertible Promissory Note	\$ 0.5 (1)	06/21/2013		G	V	400,000		<u>(3)</u>	<u>(4)</u>	Warrants (Right to Buy)	400,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Sgro David 777 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017	X						

Signatures

/s/ David D. 06/25/2013 Sgro **Signature of Date Reporting Person

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)** This promissory note is convertible into warrants of the Issuer at a price of \$0.50 per warrant.
- Represents shares of common stock issuable upon exercise of the warrants that may be issued to the reporting person upon conversion of **(2)** the promissory note.
- Each warrant that may be received upon conversion of the promissory note would be currently exercisable. **(3)**
- Each warrant that may be received upon conversion of the promissory note would expire June 24, 2016, or earlier upon redemption.

Remarks:

At the time of the transaction, the issuer's name was Trio Merger Corp. and its common stock traded under the symbol "TRIO" Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2