

MARTIN WILLIAM C
Form 4
January 09, 2012

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARTIN WILLIAM C

2. Issuer Name and Ticker or Trading Symbol
SMG Indium Resources Ltd.
[SMGLOB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
01/05/2012

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

TEN PRINCETON AVENUE

(Street)

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

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

ROCKY HILL, NJ 08553

(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, par value \$0.001 | 01/05/2012 | | P | | 1,667,333 | A | \$ 3.75 |
| | | | | | 2,741,717 | I ⁽¹⁾ | |
| Common Stock, par value \$0.001 | 01/05/2012 | | P | | 332,667 | A | \$ 3.75 |
| | | | | | 1,225,625 | I ⁽¹⁾ | |
| | | | | | 7,028 | D ⁽¹⁾ | |

By Raging Capital Fund (QP), LP ⁽²⁾
By Raging Capital Fund, LP ⁽³⁾

Common
Stock, par
value
\$0.001

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 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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MARTIN WILLIAM C TEN PRINCETON AVENUE ROCKY HILL, NJ 08553 | X | X | | |
| Raging Capital Management, LLC TEN PRINCETON AVENUE ROCKY HILL, NJ 08553 | | X | | |
| Raging Capital Fund, LP TEN PRINCETON AVENUE ROCKY HILL, NJ 08553 | | X | | |
| Raging Capital Fund (QP), LP TEN PRINCETON AVENUE ROCKY HILL, NJ 08553 | | X | | |

Signatures

| | |
|--|------------|
| By: /s/ Frederick C. Wasch as attorney-in-fact for William C. Martin | 01/09/2012 |
| __Signature of Reporting Person | Date |
| By: Raging Capital Management, LLC, By: /s/ Frederick C. Wasch as attorney-in-fact for William C. Martin, Managing Member | 01/09/2012 |
| __Signature of Reporting Person | Date |
| By: Raging Capital Fund, LP, By: Raging Capital Management, LLC, General Partner, By: /s/ Frederick C. Wasch as attorney-in-fact for William C. Martin, Managing Member | 01/09/2012 |
| __Signature of Reporting Person | Date |
| By: Raging Capital Fund (QP), LP, By: Raging Capital Management, LLC, General Partner, By: /s/ Frederick C. Wasch as attorney-in-fact for William C. Martin, Managing Member | 01/09/2012 |
| __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).
- This Form 4 is filed jointly by Raging Capital Fund, LP ("Raging Capital Fund"), Raging Capital Fund (QP), LP ("Raging Capital Fund QP"), Raging Capital Management, LLC ("Raging Capital") and William C. Martin (collectively, the "Reporting Persons"). Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein. Prior to the filing of this Form 4, all shares of Common Stock and Warrants comprising Units owned by the Reporting Persons were separated from the Units. Accordingly, the Reporting Persons no longer own any Units of the Issuer. This Form 4 does not include derivative securities of the Issuer owned by the Reporting Persons.
- (1) Represents securities owned directly by Raging Capital Fund QP. As the general partner of Raging Capital Fund QP, Raging Capital may be deemed to beneficially own the securities owned directly by Raging Capital Fund QP. As the managing member of Raging Capital, Mr. Martin may be deemed to beneficially own the securities owned directly by Raging Capital Fund QP.
 - (2) Represents securities owned directly by Raging Capital Fund. As the general partner of Raging Capital Fund, Raging Capital may be deemed to beneficially own the securities owned directly by Raging Capital Fund. As the managing member of Raging Capital, Mr. Martin may be deemed to beneficially own the securities owned directly by Raging Capital Fund.
 - (3)

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.