

AMP Holding Inc.  
Form 8-K  
March 19, 2013

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

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): March 19, 2013

AMP HOLDING INC.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or Other Jurisdiction of  
Incorporation)

000-53704  
(Commission File Number)

26-1394771  
(IRS Employer Identification  
Number)

100 Commerce Drive, Loveland, Ohio 45140  
(Address of principal executive offices) (zip code)

513-360-4704  
(Registrant's telephone number, including area code)

Copies to:  
Stephen M. Fleming, Esq.  
Fleming PLLC  
49 Front Street, Suite 206  
Rockville Centre, New York 11570  
Phone: (516) 833-5034  
Fax: (516) 977-1209

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01

Other Events

On March 19, 2013, AMP Holding Inc. (the "Company") appointed former U.S. Secretary of Energy and former Governor of New Mexico, William B. Richardson III, to its Advisory Board. In consideration for serving as a member of the Company's Advisory Board, the Company issued to Mr. Richardson 300,000 shares of restricted common stock of the Company and a stock option (the "Option") to acquire 50,000 shares of common stock at an exercise price of \$0.25 per share for a period of five years, which will vest in equal installments of 16,666 shares per year for three years commencing one year from the date of the of the Option.

The above securities were issued in a private placement transaction made in reliance upon exemptions from registration pursuant to Section 4(2) under the Securities Act of 1933 (the "Securities Act"). Mr. Richardson is an accredited investor as defined in Rule 501 of Regulation D promulgated under the Securities Act.

The foregoing information is a summary of each of the agreements involved in the transactions described above, is not complete, and is qualified in its entirety by reference to the full text of those agreements, each of which is attached an exhibit to this Current Report on Form 8-K. Readers should review those agreements for a complete understanding of the terms and conditions associated with this transaction.

Item Financial Statements and Exhibits

9.01

Exhibit Description of Exhibit

No.

4.1 Stock Option to acquire 50,000 shares of common stock issued to William B. Richardson III dated March 19, 2013

10.1 Agreement for a Member of the Board of Business Advisors by and between AMP Holding Inc. and William B. Richardson III dated March 19, 2013

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMP HOLDING INC.

Date: March 19, 2013

By: /s/ Stephen Burns  
Name: Stephen Burns  
Title: Chief Executive Officer