

BALLANTYNE STRONG, INC.  
Form SC 13D/A  
February 26, 2015

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**SCHEDULE 13D**

**(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)  
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 3)\***

**BALLANTYNE STRONG INC.**

(Name of Issuer)

**Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

**058516105**

(CUSIP Number)

**D. Kyle Cerminara**

**Fundamental Global Investors, LLC**

**4201 Congress Street, Suite 140**

**Charlotte, North Carolina 28209**

**(704) 323-6851**

**With a copy to:**

**Derek D. Bork**

**Thompson Hine LLP**

**3900 Key Center**

**127 Public Square**

**Cleveland, Ohio 44114**

**(216) 566-5500**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**February 20, 2015**

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

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NAME OF  
REPORTING  
PERSON

**1**

**Fundamental  
Global  
Partners,  
LP**

CHECK  
THE  
APPROPRIATE  
BOX IF A (a) ..  
MEMBER (b) ..  
OF A  
GROUP

**2**

SEC USE  
ONLY

**3**

SOURCE  
OF FUNDS

**4**

**WC**  
CHECK IF  
DISCLOSURE  
OF LEGAL  
PROCEEDINGS  
IS  
REQUIRED ..  
PURSUANT  
TO ITEM  
2(d) or 2(e)

**5**

CITIZENSHIP  
OR PLACE  
OF  
ORGANIZATION

**6**

**Delaware**

SOLE  
VOTING  
POWER

**7**

**0**  
SHARED  
VOTING  
POWER

**8**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

**694,925**  
SOLE  
DISPOSITIVE  
POWER

**9**

**0**  
SHARED  
DISPOSITIVE  
POWER

**10**

**694,925**

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY  
REPORTING PERSON

**11**

**694,925**  
CHECK IF  
THE  
AGGREGATE  
AMOUNT  
IN ROW  
(11) ..  
EXCLUDES  
CERTAIN  
SHARES

**12**

**13**  
PERCENT  
OF CLASS  
REPRESENTED  
BY  
AMOUNT  
IN ROW  
(11)

**14**  
**4.8%**  
TYPE OF  
REPORTING  
PERSON

**PN**

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NAME OF  
REPORTING  
PERSON

**1**

**Fundamental  
Global  
Partners  
Master  
Fund, LP**

CHECK  
THE  
APPROPRIATE  
BOX IF A  
MEMBER (a) ..  
OF A (b) ..  
GROUP

**2**

SEC USE  
ONLY

**3**

SOURCE  
OF FUNDS

**4**

**WC**  
CHECK IF  
DISCLOSURE  
OF LEGAL  
PROCEEDINGS  
IS

**5**

REQUIRED ..  
PURSUANT  
TO ITEM  
2(d) or 2(e)

**6**

CITIZENSHIP  
OR PLACE  
OF  
ORGANIZATION

**Cayman  
Islands**

SOLE  
VOTING  
POWER

**7**

**0**  
SHARED  
VOTING  
POWER

**8**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

**1,262,115**  
SOLE  
DISPOSITIVE  
POWER

**9**

**0**  
SHARED  
DISPOSITIVE  
POWER

**10**

**1,262,115**

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY  
REPORTING PERSON

**11**

**1,262,115**  
CHECK IF " "  
THE  
AGGREGATE  
AMOUNT  
IN ROW  
(11)  
EXCLUDES  
CERTAIN  
SHARES

**12**

**13** PERCENT  
OF CLASS  
REPRESENTED  
BY  
AMOUNT  
IN ROW  
(11)

**14** **8.8%**  
TYPE OF  
REPORTING  
PERSON

**PN**



CUSIP No. **058516105 13D** Page 4 of 8 Pages

	NAME OF REPORTING PERSON
<b>1</b>	<b>Fundamental Global Partners GP, LLC</b> CHECK THE APPROPRIATE BOX IF A MEMBER (a) .. OF A (b) .. GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY
<b>4</b>	SOURCE OF FUNDS
<b>5</b>	<b>AF</b> CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED .. PURSUANT TO ITEM 2(d) or 2(e)
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION

**North  
Carolina**

SOLE  
VOTING  
POWER

**7**

**0**  
SHARED  
VOTING  
POWER

**8**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

**694,925**  
SOLE  
DISPOSITIVE  
POWER

**9**

**0**  
SHARED  
DISPOSITIVE  
POWER

**10**

**694,925**

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY  
REPORTING PERSON

**11**

**694,925**  
CHECK IF " "  
THE  
AGGREGATE  
AMOUNT  
IN ROW  
(11)  
EXCLUDES  
CERTAIN  
SHARES

**12**

**13** PERCENT  
OF CLASS  
REPRESENTED  
BY  
AMOUNT  
IN ROW  
(11)

**14** **4.8%**  
TYPE OF  
REPORTING  
PERSON

**OO**

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- 1** NAME OF REPORTING PERSON
- 2** **FG**  
**Partners**  
**GP, LLC**  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) .. (b) ..
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS
- 5** **AF**  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION

**Florida**

SOLE  
VOTING  
POWER

**7**

**0**  
SHARED  
VOTING  
POWER

**8**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

**1,262,115**  
SOLE  
DISPOSITIVE  
POWER

**9**

**0**  
SHARED  
DISPOSITIVE  
POWER

**10**

**1,262,115**

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY  
REPORTING PERSON

**11**

**1,262,115**  
CHECK IF  
THE  
AGGREGATE  
AMOUNT  
IN ROW  
(11) ..  
EXCLUDES  
CERTAIN  
SHARES

**12**

**13**  
PERCENT  
OF CLASS  
REPRESENTED  
BY  
AMOUNT  
IN ROW  
(11)

**14**  
**8.8%**  
TYPE OF  
REPORTING  
PERSON

**OO**

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	NAME OF REPORTING PERSON
<b>1</b>	<b>Fundamental Global Investors, LLC</b>
	CHECK THE APPROPRIATE BOX IF A MEMBER (a) .. OF A (b) .. GROUP
<b>2</b>	
	SEC USE ONLY
<b>3</b>	
	SOURCE OF FUNDS
<b>4</b>	
	<b>AF</b> CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED .. PURSUANT TO ITEM 2(d) or 2(e)
<b>5</b>	
	CITIZENSHIP OR PLACE OF ORGANIZATION
<b>6</b>	

**North  
Carolina**

SOLE  
VOTING  
POWER

**7**

**0**  
SHARED  
VOTING  
POWER

**8**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

**1,957,040**  
SOLE  
DISPOSITIVE  
POWER

**9**

**0**  
SHARED  
DISPOSITIVE  
POWER

**10**

**1,957,040**

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY  
REPORTING PERSON

**11**

**1,957,040**  
CHECK IF " "  
THE  
AGGREGATE  
AMOUNT  
IN ROW  
(11)  
EXCLUDES  
CERTAIN  
SHARES

**12**



**13** PERCENT  
OF CLASS  
REPRESENTED  
BY  
AMOUNT  
IN ROW  
(11)

**14** **13.6%**  
TYPE OF  
REPORTING  
PERSON

**OO**

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This Amendment No. 3 to Statement of Beneficial Ownership on Schedule 13D (this “Amendment No. 3”) amends the Statement of Beneficial Ownership on Schedule 13D filed by the Reporting Persons on September 3, 2014, as amended (as amended, this “Statement” or “Schedule 13D”), with respect to the Common Stock, par value \$0.01 per share (the “Common Stock”), of Ballantyne Strong, Inc., a Delaware corporation (the “Company”). Capitalized terms used but not defined in this Amendment No. 3 shall have the meanings set forth in the Schedule 13D. Except as amended and supplemented by this Amendment No. 3, the Schedule 13D remains unchanged.

**Item 3. Source and Amount of Funds or Other Consideration.**

The total cost for purchasing the Common Stock reported as owned by Fundamental Global Partners, LP and Fundamental Global Partners Master Fund, LP in this Statement, including brokerage commissions, was approximately \$8,353,523.

**Item 4. Purpose of Transaction.**

Mr. Cerminara was appointed to the Board of Directors of the Company, effective February 20, 2015.

None of the Reporting Persons has any present plan or proposal that would result in any of the actions described in paragraphs (a) through (j) of Item 4 of Schedule 13D, except as may be proposed by Mr. Cerminara in his capacity as a director of the Company or by such Board of Directors with the participation of Mr. Cerminara. The Reporting Persons reserve the right in the future to formulate any such plans or proposals, and to take any actions with respect to their investments in the Company, including any or all of the actions described in paragraphs (a) through (j) of Item 4 of Schedule 13D.

**Item 5. Interest in Securities of the Issuer.**

(a) The Reporting Persons beneficially own in the aggregate 1,957,040 shares of Common Stock, which represents approximately 13.6% of the Company’s outstanding shares of Common Stock.

Each of Fundamental Global Partners, LP and Fundamental Global Partners Master Fund, LP directly holds the number and percentage of shares of Common Stock disclosed as beneficially owned by it in the applicable table set forth on the cover page to this Statement. None of the other Reporting Persons directly hold any of the shares of Common Stock disclosed in this Statement.

In addition, CWA Asset Management Group, LLC (doing business as “Capital Wealth Advisors”) holds 43,981 shares of Common Stock for the accounts of individual investors, which represents approximately 0.3% of the Company’s outstanding shares of Common Stock. CWA Asset Management Group, LLC provides wealth management, estate planning and family office services to individual investors. The Investment Manager owns 50% of CWA Asset Management Group, LLC.

Each percentage ownership of shares of Common Stock set forth in this Statement is based on the 14,421,222 shares of Common Stock reported by the Company as outstanding as of November 3, 2014 in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 7, 2014.

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**SIGNATURE**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this Statement is true, complete and correct.

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of this Statement on Schedule 13D with respect to the Common Stock of the Company.

Dated: February 26, 2015

FUNDAMENTAL  
GLOBAL PARTNERS,  
LP,  
by Fundamental Global  
Partners GP, LLC, its  
general partner

/s/ D. Kyle Cerminara  
D. Kyle Cerminara  
Partner and Manager

FUNDAMENTAL  
GLOBAL PARTNERS  
MASTER FUND, LP,  
by FG Partners GP,  
LLC, its general partner

/s/ D. Kyle Cerminara  
D. Kyle Cerminara  
Manager

FUNDAMENTAL  
GLOBAL PARTNERS  
GP, LLC

/s/ D. Kyle Cerminara

D. Kyle Cerminara  
Partner and Manager

FG PARTNERS GP,  
LLC

/s/ D. Kyle Cerminara  
D. Kyle Cerminara  
Manager

FUNDAMENTAL  
GLOBAL  
INVESTORS, LLC

/s/ D. Kyle Cerminara  
D. Kyle Cerminara  
Chief Executive  
Officer, Partner and  
Manager

/s/ D. Kyle Cerminara  
D. Kyle Cerminara

/s/ Lewis M. Johnson  
Lewis M. Johnson

/s/ Joseph H. Moglia  
Joseph H. Moglia