

ROSENFELD ERIC
Form 3
June 20, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>ROSENFELD ERIC</p> <p>(Last) (First) (Middle)</p> <p>TRIO MERGER CORP., 777 THIRD AVENUE, 37TH FLOOR</p> <p>(Street)</p> <p>NEW YORK, NY 10017</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/20/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Trio Merger Corp. [SEE REMARK]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chairman and CEO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	910,312 ⁽¹⁾	D	À

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Warrants ⁽²⁾	Â ⁽³⁾	Â ⁽⁴⁾	Common Stock	2,030,000	\$ 7.5	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENFELD ERIC TRIO MERGER CORP. 777 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017	Â X	Â X	Â Chairman and CEO	Â

Signatures

/s/ Eric S. Rosenfeld 06/20/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Includes up to 118,736 shares of common stock that may be forfeited if the underwriters in the Issuer's initial public offering do not exercise their over-allotment option in full.
- (2) Prior to the effective date of the registration statement relating to the Issuer's initial public offering, Mr. Rosenfeld irrevocably committed to purchase these warrants. The purchases are being made on a private placement basis and will be consummated simultaneously with the consummation of the Issuer's initial public offering.
- (3) The warrants become exercisable upon completion by the Issuer of an initial business combination.
- (4) The warrants expire three years after the completion by the Issuer of an initial business combination, or earlier upon redemption.

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Remarks:

The OTC Bulletin Board has not yet provided Trio Merger Corp. with a trading symbol.

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.