

QUEST RESOURCE HOLDING CORP

Reported by
STOCKBRIDGE ENTERPRISES, L.P.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/18/13 for the Period Ending 07/16/13

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|-------------|---|
| Address | 6175 MAIN STREET SUITE 420 FRISCO, TX 75034 |
| Telephone | 472-464-0004 |
| CIK | 0001442236 |
| Symbol | QRHC |
| SIC Code | 7359 - Equipment Rental and Leasing, Not Elsewhere Classified |
| Industry | Rental & Leasing |
| Sector | Services |
| Fiscal Year | 12/31 |

FORM 4

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

OMB APPROVAL
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[] 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
or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|--|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| Stockbridge Enterprises, L.P. | | | Infinity Resources Holdings Corp. | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| 1375 NORTH SCOTTSDALE ROAD, SUITE 140 | | | 7/16/2013 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| SCOTTSDALE, AZ 85257 | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) | | | (State) | | | (Zip) | | |

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

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 7/16/2013 | | C | | 8382597 | A | \$0.362 (1) | 15753488 | D | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|---|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| 9% Senior Secured Convertible Note | \$0.362 (1) | 7/16/2013 | | C | | \$3034500.00 (2) | (3) | 10/1/2019 | Common Stock | 8382597 (4) | \$0.00 | \$0.00 | D | | |

Explanation of Responses:

- (1) The conversion price per share of the senior secured convertible note is the lower of (a) \$0.3620 if prior to the maturity date or \$0.1810 if after the maturity date or (b) the average "closing bid price" during the ten trading days immediately preceding the conversion date.
- (2) Includes principal and accrued interest thereon.
- (3) The senior secured convertible note is exercisable at any time that any amount of principal and accrued interest is outstanding prior to the maturity date and for a period of five years thereafter.
- (4) The number of shares of the Issuer's common stock issued upon exercise of the senior secured convertible promissory note is equal to the quotient obtained by dividing (a) the portion of the principal and accrued interest outstanding at the maturity date to be converted, by (b) the lower of (x) \$0.3620 if prior to the maturity date or \$0.1810 if after the maturity date or (y) the average "closing bid price" during the ten trading days immediately preceding the conversion date.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Stockbridge Enterprises, L.P. 1375 NORTH SCOTTSDALE ROAD, SUITE 140 | | X | | |

SCOTTSDALE, AZ 85257

Signatures

Karl Zeidler, attorney-in-fact

7/18/2013

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.