

QUEST RESOURCE HOLDING CORP

Reported by
DICK BRIAN S.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/26/14 for the Period Ending 09/24/14

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**

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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 * Dick Brian S. (Last) (First) (Middle) 6175 MAIN STREET, SUITE 420 (Street) FRISCO, TX 75034 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Quest Resource Holding Corp [QRHC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and CEO
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">9/24/2014</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	9/24/2014		C		2775315 (1)	A	\$2.00	14775315 (2)	I	By Limited Partnership (3)

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					
7% convertible secured promissory note due July 16, 2016	\$2.00	9/24/2014		C		\$11000000.00 (1)		(4) (5)	7/16/2016 (6)	Common Stock	5500000 (1)	\$0.00	0	D

Explanation of Responses:

- (1) In connection with the closing of a public offering of the Issuer's common stock, the 7% convertible secured promissory note issued to the Reporting Person in the principal amount of \$11,000,000 (the "Note") was cancelled in consideration for a cash payment to the Reporting Person of \$5,500,000 and the conversion of the remaining outstanding principal amount and any accrued but unpaid interest under the Note into 2,775,315 shares of the Issuer's common stock at the conversion price of \$2.00 per share.
- (2) Includes 12,000,000 shares that were previously erroneously reported as being held directly.
- (3) The shares are held by Bear and Bug, LP., of which the Reporting Person controls the investment decisions.
- (4) Subject to the terms and conditions of the Note, during any such time any amount of the principal amount of the Note and any interest accrued thereon remain outstanding, the Reporting Person may elect to convert the unpaid principal amount of the Note and any unpaid interest accrued thereon into shares of the Issuer's Common Stock at a price of \$2.00 per share.
- (5) Subject to the terms and conditions of the Note, the Issuer may elect to convert the outstanding principal amount of the Note and any accrued interest thereon into shares of the Issuer's Common Stock at a price of \$2.00 per share during any time any amount of the principal amount of the Note and any accrued interest thereon remain outstanding at any time (1) after the two (2) year anniversary of July 16, 2013; (2) the principal amount has been paid down by \$5 million as a result of the first capital raise; (3) the Common Stock of

the Issuer trades on the Nasdaq Stock Market, the New York Stock Exchange, or NYSE MKT; and (4) the Common Stock of the Issuer has traded at four times the \$2.00 conversion price, as adjusted for any stock splits, reverse stock splits or both.

- (6) The Note shall be due and payable on the earlier to occur of (i) July 16, 2016, or (ii) when declared due and payable by the Reporting Person upon the occurrence of an Event of Default (as defined in the Note).

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dick Brian S. 6175 MAIN STREET, SUITE 420 FRISCO, TX 75034	X	X	President and CEO	

Signatures

Laurie L. Latham, as attorney-in-fact

9/26/2014

** 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.

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