

# QUEST RESOURCE HOLDING CORP

Reported by  
**FORTE JEFFREY D.**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/28/14 for the Period Ending 04/18/14

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

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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**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)		
<b>Forte Jeffrey D.</b>			<b>Quest Resource Holding Corp</b> <b>[ QRHC ]</b>			<input checked="" type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			<input type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span>		
<b>6175 MAIN STREET, SUITE 420</b>			<b>4/18/2014</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>FRISCO, TX 75034</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person		
(City)	(State)	(Zip)				<input type="checkbox"/> Form filed by More than One Reporting Person		

**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			

**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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<b>Call Options (obligation to sell) (1)</b>	<b>\$2.00 (2)</b>	<b>4/18/2014</b>		<b>S</b>	<b>2000000</b>	<b>4/18/2014</b>	<b>(3)</b>	<b>Common Stock</b>	<b>2000000</b>	<b>\$0.00</b>	<b>2000000</b>	<b>D</b>	

**Explanation of Responses:**

- (1) The reporting person entered into a private transaction pursuant to which the reporting person granted an option (the "Option") to purchase up to 2,000,000 shares of the Issuer's common stock (the "Option Stock"), under an option to purchase, dated April 18, 2014, between the reporting person and the individual named therein (the "Option to Purchase").
- (2) Represents the initial price of the Option Stock, which is subject to adjustment pursuant to the terms of the Option to Purchase.
- (3) The Option shall expire at the end of the first anniversary of the occurrence of the later to occur of the following two events, each of which must occur in order to begin the tolling of the expiration of such term: (i) the listing of the Issuer's common stock on the NASDAQ Stock Market, the New York Stock Exchange, or the NYSE MKT or (ii) the date the Securities and Exchange Commission has declared effective under the Securities Act a registration statement on Form S-1 or Form S-3 covering the offering of the Option Stock.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Forte Jeffrey D.</b> <b>6175 MAIN STREET, SUITE 420</b>	<b>X</b>	<b>X</b>		

**Signatures**

**Laurie L. Latham, as attorney-in-fact**

**4/28/2014**

\*\* 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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