

QUEST RESOURCE HOLDING CORP

Reported by
EARTH NOW INVESTMENTS, L.L.C.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/10/14 for the Period Ending 07/08/14

| | |
|-------------|---|
| Address | 6175 MAIN STREET SUITE 420 FRISCO, TX 75034 |
| Telephone | 472-464-0004 |
| CIK | 0001442236 |
| Symbol | QRHC |
| 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**

OMB APPROVAL
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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) | | |
| MELBY COLTON | | | Quest Resource Holding Corp [QRHC] | | | <input checked="" 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) | | | | | |
| 6175 MAIN STREET, SUITE 420, | | | 7/8/2014 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| FRISCO, TX 75034 | | | | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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 | 7/8/2014 | | S (1) | | 15000 | D | \$5.2977 | 7973866 | I | By Earth Now Investments, L.L.C. (2) |
| Common Stock | 7/8/2014 | | S (3) | | 100000 | D | \$2.00 | 6423873 | I | By Global Security Holding, L.L.C. (4) |
| Common Stock | 7/9/2014 | | S (1) | | 7500 | D | \$4.9868 | 7966366 | I | By Earth Now Investments, L.L.C. (2) |
| Common Stock | | | | | | | | 110490 | I | By Bone Logic, L.L.C. (5) |
| Common Stock | | | | | | | | 300 | I | By Prestamo, L.L.C. (6) |

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 | | | | |

Explanation of Responses:

- (1) The shares were sold pursuant to a 10b5-1 sales plan dated May 30, 2014.
- (2) The shares are owned directly by Earth Now Investment, L.L.C. ("Earth Now"), a ten percent owner of the issuer, and indirectly by Colton R. Melby ("Melby"), who holds the beneficial interest of the shares owned by Earth Now, including voting and dispositive power.

Melby is a director and a ten percent owner of the issuer.

- (3) The shares were sold pursuant to a private transaction.
- (4) The shares are owned directly by Global Security Holding, L.L.C. ("Global Security"), a ten percent owner of the issuer, and indirectly by Melby, who holds the beneficial interest of the shares owned by Global Security, including voting and dispositive power. Melby is a director and a ten percent owner of the issuer.
- (5) The shares are held by Bone Logic, L.L.C., over which Melby holds the beneficial interest, including voting and dispositive power.
- (6) The shares are held by Prestamo, L.L.C., over which Melby holds the beneficial interest, including voting and dispositive power.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MELBY COLTON 6175 MAIN STREET, SUITE 420 FRISCO, TX 75034 | X | X | | |
| Earth Now Investments, L.L.C. C/O THE LAW OFFICES OF TRAVIS BOWEN, PC 136 EAST SOUTH TEMPLE, SUITE 1050 SALT LAKE CITY, UT 84111 | | X | | |
| Global Security Holding, L.L.C. C/O THE LAW OFFICES OF TRAVIS BOWEN, PC 136 EAST SOUTH TEMPLE, SUITE 1050 SALT LAKE CITY, UT 84111 | | X | | |

Signatures

Ashley Dailey, attorney-in-fact 7/10/2014

** Signature of Reporting Person

Date

/s/ Ashley Dailey, attorney-in-fact 7/9/2014

** Signature of Reporting Person

Date

/s/ Ashley Dailey, attorney-in-fact 7/9/2014

** 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.

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.