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# LEVY ACQUISITION CORP

Reported by

**LEVY LAWRENCE F**

# FORM 3

(Initial Statement of Beneficial Ownership)

Filed 11/13/13 for the Period Ending 11/13/13

| | |
|---|---|
| Address | 444 NORTH MICHIGAN AVENUE<br>SUITE 3500<br>CHICAGO, IL 60611 |
| Telephone | 312-267-4190 |
| CIK | 0001585583 |
| Symbol | LEVY |

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# FORM 3

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

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## INITIAL STATEMENT OF 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. Date of Event Requiring Statement (MM/DD/YYYY) | 3. Issuer Name **and** Ticker or Trading Symbol |
|---|---|---|
| **LEVY LAWRENCE F** | **11/13/2013** | **Levy Acquisition Corp [LEVY]** |
| (Last) (First) (Middle)<br>**444 NORTH MICHIGAN AVENUE, SUITE 3500** | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>__ **X** __ Director ___ **X** ___ 10% Owner<br>___ **X** ___ Officer (give title below) _____ Other (specify below)<br>**Chairman and CEO /** | |
| (Street)<br>**CHICAGO, IL 60611**<br>(City) (State) (Zip) | 5. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>_ **X** _ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |

**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** | **4243500** (1) (2) | **I** | **By: Levy Acquisition Sponsor, LLC** (3) |

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

| 1. Title of Derivate Security (Instr. 4) | 2. Date Exercisable and Expiration Date (MM/DD/YYYY) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|---|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

**Explanation of Responses:**

**( 1)** Includes 553,500 shares subject to forfeiture depending on the extent to which the underwriters' over-allotment option is exercised. In addition, 1,060,877 additional shares will be forfeited on the 5th anniversary of the issuer's initial business combination unless following the initial business combination the last sale price of the issuer's common stock equals or exceeds $13.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations or the like) for any 20 trading days within any 30-trading day period or the issuer completes a liquidation, merger, stock exchange or similar transaction that results in all of its stockholders having the right to exchange their shares of common stock for consideration in cash, securities or other property which equals or exceeds $13.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations or the like).

**( 2)** The reporting person disclaims beneficial ownership of the shares held by Levy Acquisition Sponsor, LLC except to the extent of the reporting person's actual pecuniary interest therein.

**( 3)** The reporting person is a manager of Levy Family Partners, LLC, which is the manager of Levy Acquisition Sponsor, LLC.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **LEVY LAWRENCE F**<br>**444 NORTH MICHIGAN AVENUE**<br><br>**SUITE 3500**<br>**CHICAGO, IL 60611** | **X** | **X** | **Chairman and CEO** | |

**Signatures**

| **/s/ Zachary Swartz, Attorney-in-Fact** | **11/13/2013** |
|---|---|
| ** 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 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).

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.

**POWER OF ATTORNEY**

The undersigned constitutes and appoints Joel Rubinstein, Elliott Smith, Laura Rosenblum and Zachary Swartz as the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, to sign any and all Securities and Exchange Commission statements of beneficial ownership of securities of Levy Acquisition Corp. (the "Company") on Schedule 13D as required under Section 13 and Forms 3, 4 and 5 as required under Section 16(a) of the Securities Exchange Act of 1934, as amended, and any amendments thereto, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, the Company and any stock exchange on which the Company's stock is listed, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done under said Section 13 and Section 16(a), as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

A copy of this power of attorney shall be filed with the Securities and Exchange Commission. The authorization set forth above shall continue in full force and effect until the undersigned revokes such authorization by written instructions to the attorneys-in-fact.

The authority granted hereby shall in no event be deemed to impose or create any duty on behalf of the attorneys-in-fact with respect to the undersigned's obligations to file Schedule 13Ds and Forms 3, 4 and 5 with the Securities and Exchange Commission.

Dated: November 8, 2013

/s/ Lawrence F. Levy
Lawrence F. Levy