

AMBASE CORP  
Form 10-Q/A  
January 17, 2014  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q/A  
(Amendment No. 1)

Quarterly Report Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

For the quarterly period ended June 30, 2013

or

Transition Report Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Commission file number 1-7265

AMBASE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware 95-2962743

(State of incorporation) (I.R.S. Employer Identification No.)

100 PUTNAM GREEN, 3<sup>RD</sup> FLOOR  
GREENWICH, CONNECTICUT 06830

(Address of principal executive offices) (Zip Code)

(203) 532-2000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to

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submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

(Check one): Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES  NO

At July 31, 2013, there were 42,176,758 shares outstanding of the registrant's common stock, \$0.01 par value per share.

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EXPLANATORY NOTE

We are filing this Amendment No. 1 to our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2013 (the "Form10-Q") to include all exhibits and schedules to Exhibits 10.1 and 10.2. The Form 10-Q, as originally filed, included exhibits 10.1 and 10.2. The exhibits and schedules to Exhibits 10.1 and 10.2 were originally excluded from the Company's filing.

This Amendment No. 1 to the Form 10-Q amends Part II, Item 6. of the Form 10-Q with respect to the Exhibits listed in Part II of the Form 10-Q to file Exhibits 10.1 and 10.2 including all exhibits and schedules thereto, together with Exhibits 10.1 and 10.2 as previously filed with the Form 10-Q. Other than adding the exhibits and schedules as part of the Exhibits 10.1 and 10.2 as originally filed, we have made no other changes to Item 6.

Except as described above, this Amendment No. 1 to the Form10-Q does not amend any other information set forth in the Form 10-Q and we have not updated disclosures contained therein to reflect any events that may have occurred at a date subsequent to the date of the Form 10-Q.

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Item 6. EXHIBITS

- 10.1 111 West 57<sup>th</sup> Partners LLC Limited Liability Company Agreement. Dated as of June 28, 2013
- 10.2 Loan Agreement. Dated as of June 28, 2013 among 111 West 57<sup>th</sup> LH LLC and 111 West 57<sup>th</sup> FE LLC collectively, as Borrower and Annaly CRE LLC as Lender.
- 31.1 Rule 13a-14(a) Certification of Chief Executive Officer
- 31.2 Rule 13a-14(a) Certification of Chief Financial Officer
- 32.1 Section 1350 Certification of Chief Executive Officer
- 32.2 Section 1350 Certification of Chief Financial Officer

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMBASE CORPORATION

/s/ John P. Ferrara  
JOHN P. FERRARA  
Vice President, Chief Financial Officer and Controller  
By (Duly Authorized Officer and Principal Financial and  
Accounting Officer)

Date: January 17, 2014