

AMERICAN VIRTUAL CLOUD TECHNOLOGIES, INC.

Reported by
NAVIGATION CAPITAL PARTNERS II, L.P.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/14/21 for the Period Ending 09/08/21

Address	1720 PEACHTREE STREET SUITE 629 ATLANTA, GA, 30309
Telephone	404-234-3098
CIK	0001704760
Symbol	AVCT
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)		
STRATOS MANAGEMENT SYSTEMS HOLDINGS LLC			American Virtual Cloud Technologies, Inc. [AVCT]			<input 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)					
2870 PEACHTREE RD. NW, UNIT 509			9/8/2021					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
ATLANTA, GA 30305						<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	9/8/2021		C		6673731	A	(1)	14980452	D	
Common Stock	9/10/2021		X		2000000	A	\$0.01	16980452	D	
Common Stock	9/10/2021		s(2)		5005	D	\$4.00	16975447	D	

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				
Series A Convertible Debentures	(1)	9/8/2021		C		\$20000000	(1)	(1)	Common Stock	6673731	\$0	0	D	
Warrants	\$0.01	9/10/2021		X		2000000	4/7/2020	4/7/2025	Common Stock	2000000	\$0	0	D	

Explanation of Responses:

- On September 8, 2021, the unpaid principal amount (together with all accrued but unpaid interest thereon) of the Series A Convertible Debentures automatically converted into shares of the Issuer's common stock, par value \$0.001 per share (the "Common Stock") at a conversion price of \$3.45 (the "Mandatory Conversions"). The Mandatory Conversions were triggered by the closing price of the Common Stock on the Nasdaq Capital Market exceeding \$6.00 for 40 trading days within a consecutive 60 trading day-period. The Reporting Person's Form 4 filed on September 10, 2021 inadvertently failed to report this transaction.
- On September 10, 2021, the Reporting Person elected to exercise each of its 20,000 warrants (each such warrant entitling the holder thereof to purchase 100 shares of the Common Stock at a price of \$0.01 per share), and paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 5,005 of the warrant shares to pay the exercise price and issuing to the Reporting Person the remaining 1,994,995 shares of Common Stock.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STRATOS MANAGEMENT SYSTEMS HOLDINGS LLC 2870 PEACHTREE RD. NW, UNIT 509 ATLANTA, GA 30305		X		
NAVIGATION CAPITAL PARTNERS II, L.P. 2870 PEACHTREE RD. NW, UNIT 509 ATLANTA, GA 30305		X		
NCP GENERAL PARTNER II LLC 2870 PEACHTREE RD. NW, UNIT 509		X		

ATLANTA, GA 30305				
RICHARDSON JOHN S. 2870 PEACHTREE RD. NW, UNIT 509 ATLANTA, GA 30305		X		

Signatures

Stratos Management Systems Holdings LLC By: /s/ Lawrence E. Mock, Chief Executive Officer and President **9/14/2021**

**Signature of Reporting Person

Date

Navigation Capital Partners II, L.P. By: /s/ Lawrence E. Mock, Manager of NCP General Partner II LLC, its general partner **9/14/2021**

**Signature of Reporting Person

Date

NCP General Partner II LLC By: /s/ Lawrence E. Mock, Manager **9/14/2021**

**Signature of Reporting Person

Date

/s/ John S. Richardson **9/14/2021**

**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.