

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 09/10/21

Address	1720 PEACHTREE STREET SUITE 629 ATLANTA, GA, 30309
Telephone	404-234-3098
CIK	0001704760
Symbol	AVCT
SIC Code	7373 - Services-Computer Integrated Systems Design
Industry	IT Services & Consulting
Sector	Technology
Fiscal Year	12/31

FORM 4

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

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

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 * NAVIGATION CAPITAL PARTNERS II, L.P. (Last) (First) (Middle) 2870 PEACHTREE RD. NW, UNIT 509 (Street) ATLANTA, GA 30305 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol American Virtual Cloud Technologies, Inc. [AVCT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">9/10/2021</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	9/10/2021		X		2429561	A	\$0.01	10045803	D	
Common Stock	9/10/2021		S(D)		6079	D	\$4.00	10039724	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				
Warrants	\$0.01	9/10/2021		X		2429561	(D)	(D)	Common Stock	2429561	\$0	0	D	

Explanation of Responses:

(1) On September 10, 2021, the Reporting Person elected to exercise each of its 24,295 warrants (each such warrant entitling the holder thereof to purchase 100 shares of the Issuer's common stock, par value \$0.001 per share (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 6,079 of the warrant shares to pay the exercise price and issuing to the Reporting Person the remaining 2,423,482 shares of Common Stock. Each of the warrants were immediately exercisable and had expiration dates five years from the date of issuance (December 1, 2025, for 10,000 warrants and 79,900 warrants issued on December 1, 2020 and April 7, 2025, for 6,305 warrants issued on April 7, 2020. 6,305 of the warrants were previously held by SPAC Opportunity Partners, LLC prior to being transferred to the Reporting Person, and no Form 4 was filed for such transfer due to administrative error.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAVIGATION CAPITAL PARTNERS II, L.P. 2870 PEACHTREE RD. NW, UNIT 509 ATLANTA, GA 30305		X		

Signatures

Navigation Capital Partners SOF I, LLC: By: /s/ Lawrence E. Mock, Manager

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.