

AMERICAN VIRTUAL CLOUD TECHNOLOGIES, INC.

Reported by
MOCK LAWRENCE E, JR.

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

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)	
MOCK LAWRENCE E, JR.		American Virtual Cloud Technologies, Inc. [AVCT]		<input checked="" type="checkbox"/> Director <input 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)			
C/O AMERICAN VIRTUAL CLOUD TECHNOLOGIES,, INC 1720 PEACHTREE STREET, SUITE 629		9/8/2021			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
ATLANTA, GA 30309				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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)	29270424	I	See footnote (1)
Common Stock	9/10/2021		X		2429561	A	\$0.01	31699985	I	See footnote (2)
Common Stock	9/10/2021		s(2)		6079	D	\$4.00	31693906	I	See footnote (2)
Common Stock	9/10/2021		X		2000000	A	\$0.01	33693906	I	See footnote (3)
Common Stock	9/10/2021		s(3)		5005	D	\$4.00	33688901	I	See footnote (3)
Common Stock								50000	I	See footnote (4)

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				
Series A Convertible Debentures	(1)	9/8/2021		C		\$20000000		(1)	(1)	Common Stock	6673731	\$0	0	I	See footnote (1)
Warrants	\$0.01	9/10/2021		X		2429561		12/1/2020	12/1/2025	Common Stock	2429561	\$0	0	I	See footnote (2)
Warrants	\$0.01	9/10/2021		X		2000000		4/7/2020	4/7/2025	Common Stock	2000000	\$0	0	I	See footnote (3)

Explanation of Responses:

- (1) On September 8, 2021, the unpaid principal amount (together with all accrued but unpaid interest thereon) of the Series A Convertible Debentures held by Stratos Management Systems Holdings, LLC ("Holdings") 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 reported securities in this footnote (1) may be deemed to be indirectly beneficially owned by the Reporting Person. The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. The Reporting Person's Form 4 filed on September 10, 2021 inadvertently failed to report this transaction.
- (2) On September 10, 2021, Navigation Capital Partners SOF I, LLC ("Investment Sub"), a direct wholly-owned subsidiary of SPAC Opportunity Fund I, L.P.

("SPAC Opps"), an entity controlled by Navigation Capital Partners, Inc. ("Navigation Capital") 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 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 Investment Sub 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 Investment Sub, and no Form 4 was filed for such transfer due to administrative error. The Reporting Person controls Navigation Capital and as a result, each of the Reporting Person, Navigation Capital and SPAC Opps may be deemed to indirectly beneficially own the reported securities. The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- (3) On September 10, 2021, Holdings 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. The Reporting Person may be deemed to be an indirect beneficial owner of the reported securities. The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (4) The reported securities are held directly by Nobadeer LP and indirectly by the Reporting Person who is the general partner of Nobadeer LP. Mr. Mock disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOCK LAWRENCE E, JR. C/O AMERICAN VIRTUAL CLOUD TECHNOLOGIES, INC 1720 PEACHTREE STREET, SUITE 629 ATLANTA, GA 30309	X			

Signatures

/s/ Lawrence E. Mock

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.

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