

STONELEIGH PARTNERS ACQUISITION CORP.

Form 4

November 05, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ENGLE GARY D

2. Issuer Name and Ticker or Trading Symbol
STONELEIGH PARTNERS ACQUISITION CORP. [SOC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
20 MARSHALL STREET, SUITE 104

3. Date of Earliest Transaction (Month/Day/Year)
11/03/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

(Street)
SOUTH NORWALK, CT 06845

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------------------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock ⁽¹⁾ | 11/03/2008 | | P | A | \$ 4,300 | 1,240,200 | I | By Hera Financial LLC |
| Common Stock | | | | | | 1,003,874 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Warrants <u>(1)</u> | <u>(2)</u> | 11/03/2008 | | P | 4,300 | <u>(2)</u> <u>(2)</u> | Common Stock | 4,300 |
| Warrants | <u>(2)</u> | | | | | <u>(2)</u> <u>(2)</u> | Common Stock | 3,473,434 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ENGLE GARY D 20 MARSHALL STREET SUITE 104 SOUTH NORWALK, CT 06845 | X | | Chairman & CEO | |

Signatures

/s/ Gary D.
Engle

11/05/2008

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The Reporting Person, through Hera Financial LLC, purchased Units of the Issuer at \$7.50 per Unit. Each Unit consists of one share of Common Stock of the issuer and One Warrant to purchase one share of the Issuer's Common Stock.
Each Warrant entitles the holder to purchase one share of the Issuer's Common Stock at a price of \$5.50. Each Warrant will become
 - (2) exercisable upon the Issuer's completion of a business combination and each Warrant will expire at 5:00 PM New York City time on May 31, 2011, or earlier upon redemption.
 - (3) The Reporting Person purchased 3,273,434 Warrants in a private placement that occurred immediately prior to the Issuer's initial public offering. This purchase was previously reported on a Form 3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.