

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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* <u>ROSENFELD ERIC</u> (Last) (First) (Middle) <u>HARMONY MERGER CORP.</u> <u>777 THIRD AVENUE, 37TH FLOOR</u> (Street) <u>NEW YORK NY 10017</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/23/2015</u>	3. Issuer Name and Ticker or Trading Symbol <u>Harmony Merger Corp. [HRMNU]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman and CEO</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,525,566 ⁽¹⁾	D	
Common Stock ⁽²⁾	34,371	D	
Common Stock ⁽³⁾	30,000	I	by Rosenfeld Children's Successor Trust
Common Stock	60,000	I	by Rosenfeld Children's Successor Trust

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Redeemable Warrant ⁽²⁾	(4)	(5)	Common Stock	34,371	11.5	D	
Redeemable Warrant ⁽³⁾	(4)	(5)	Common Stock	30,000	11.5	I	by Rosenfeld Children's Successor Trust

Explanation of Responses:

- Includes up to an aggregate of 259,819 shares subject to forfeiture if the underwriter's over-allotment option is not exercised in full.
- Represents securities underlying 34,371 units of the Issuer, which units, prior to the effective date of the registration statement relating to the Issuer's initial public offering, Mr. Rosenfeld irrevocably committed to purchase. Each unit ("Unit") consists of one share of common stock and one redeemable warrant ("Warrant") to purchase one share of common stock. The purchase of these Units is being made on a private placement basis and will be consummated simultaneously with the consummation of the Issuer's initial public offering.
- Represents securities underlying 30,000 Units of the Issuer, which Units, prior to the effective date of the registration statement relating to the Issuer's initial public offering, the Rosenfeld Children's Successor Trust irrevocably committed to purchase. The purchase of these Units is being made on a private placement basis and will be consummated simultaneously with the consummation of the Issuer's initial public offering.
- Each Warrant will become exercisable on the later of 30 days after the completion of an initial business combination and March 23, 2016.
- Each Warrant will expire five years after the completion of an initial business combination, or earlier upon redemption.

Remarks:

/s/ Eric S. Rosenfeld

03/23/2015

** 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 5 (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 Number.