

**FORM 4**

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

| OMB APPROVAL                                   |           |
|--|-----------|
| OMB Number:                                    | 3235-0287 |
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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

(Print or Type Responses)

|  |         |               |   |  |  |   |  |  |
|--|---------|---------------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person<br>Carney Domonic J. |         |               | 2. Issuer Name and Ticker or Trading Symbol<br>Ener-Core, Inc. [ENCR] |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br>Chief Financial Officer |  |  |
| (Last)   | (First) | (Middle)      | 3. Date of Earliest Transaction (Month/Day/Year)<br>09/19/2017        |  |  |   |  |  |
| 8965 RESEARCH DRIVE  |         |               | 4. If Amendment, Date Original Filed (Month/Day/Year)<br>09/20/2017   |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                              |  |  |
| (Street)   | (City)  | (State) (Zip) | IRVINE, CA 92618  |  |  |   |  |  |

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |

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. 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 |  |  |  |  |
| Convertible Senior Secured Note due 2018   | \$ 2.50  | 09/19/2017                           |  | P                              |   | \$ 27,778   |     | 09/19/2017   | 12/31/2018      | Common Stock  | 11,111                     | (1)  | \$ 27,778  | D  |  |
| Warrant to Purchase Common Stock           | \$ 1.50  | 09/19/2017                           |  | P                              |   | 11,111  |     | 09/19/2017   | 09/19/2022      | Common Stock  | 11,111                     | (1)  | 11,111   | D  |  |

**Reporting Owners**

| Reporting Owner Name / Address                               | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Carney Domonic J.<br>8965 RESEARCH DRIVE<br>IRVINE, CA 92618 |               |           | Chief Financial Officer |       |

**Signatures**

/s/ Domonic J. Carney 11/01/2017  
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) On September 19, 2017, the reporting person acquired directly in a private placement (i) a convertible senior secured promissory note in principal amount of \$27,778, convertible into shares of the Company's common stock at an exercise price of \$1.50 per share

**Remarks:**

This amendment on Form 4 is filed to correct the principal amount of the convertible senior secured promissory note and the number of shares of the Company's common stock into which such convertible note is to be converted.

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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