EQUUS TOTAL RETURN, INC.

Form 4

March 20, 2017

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 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(b).

1. Name and Address of Reporting Person *

Atkinson Fraser

(Last)

(City)

Common

stock

(Middle)

(First)

700 LOUISIANA STREET, 48TH **FLOOR**

(Street)

(State)

03/17/2017

HOUSTON, TX 77002

2. Issuer Name and Ticker or Trading

Symbol

EQUUS TOTAL RETURN, INC. [EQS]

3. Date of Earliest Transaction

03/17/2017

(Month/Day/Year)

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Code V

P

(Check all applicable)

5. Relationship of Reporting Person(s) to

X_ Director 10% Owner Officer (give title below)

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

or

4. Securities Acquired 5. Amount of

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

(1)

(A)

Following Reported Transaction(s) (Instr. 3 and 4)

Securities

Owned

Beneficially

(D) Price Amount 19,500 21,389 2.4

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4)

D

(Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	nt of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
Atkinson Fraser 700 LOUISIANA STREET 48TH FLOOR HOUSTON, TX 77002	X						

Signatures

/s/ Fraser
Atkinson

**Signature of Reporting Person

O3/17/2017

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).

Represents an award of restricted stock pursuant to Registrant's 2016 Equity Incentive Plan. 4,875 shares of restricted stock are vested, with the remainder vesting ratably on an annual basis after one, two, and three years from the date of grant. Vesting is accelerated in the event of constructive termination or termination without "cause" as such term is defined by agreement between the Registrant and the Reporting Person.

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.

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