

**INITIAL STATEMENT OF 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 * Dienst Daniel W  (Last) (First) (Middle) 585 WEED STREET  (Street) NEW CANAAN, CT 06840  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/09/2017	3. Issuer Name and Ticker or Trading Symbol Matlin & Partners Acquisition Corp [MPAC]	
		4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed (Month/Day/Year)
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**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 of Derivative Security: 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			
Class F Common Stock	(1)(2)	(1)(2)	Class A Common Stock	0 (1) (2)	\$ 0	I	See Footnote (1)

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dienst Daniel W 585 WEED STREET NEW CANAAN, CT 06840	X			

**Signatures**

/s/ Daniel W. Dienst	03/09/2017
**Signature of Reporting Person	Date

**Explanation of Responses:**

\* 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).

As described in the issuer's registration statement on Form S-1 (File No. 333-216076) under the heading "Description of Securities--Founder Shares", the shares of Class F common stock will automatically convert into shares of Class A common stock at the time of the issuer's initial business combination, or earlier at the option of the holder, (1) on a one-for-one basis, subject to adjustment for stock splits, stock dividends, reorganizations, recapitalizations and the like, and certain anti-dilution rights and has no expiration date. Mr. Dienst does not beneficially own any shares of the common stock of the issuer and does not have a pecuniary interest in the shares of Class F common stock beneficially owned by Matlin & Partners Acquisition Sponsor LLC (the "Sponsor").

Mr. Dienst is as one of the five managing principals of the board of managing principals of the Sponsor. Each managing principal has one vote, and the approval of three of (2) the five members of the board of managing principals is required to approve an action of the Sponsor. No individual managing principal of the Sponsor exercises voting or dispositive control over any of the securities held by the Sponsor. Accordingly, none of them will be deemed to have or share beneficial ownership of such shares.

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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