

PRECISION OPTICS CORPORATION, INC.
Form SC 13D/A
January 20, 2017

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 4)

Precision Optics Corporation, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

740294301

(CUSIP Number)

John Shin, Esq.

Silverman Shin & Byrne PLLC

88 Pine Street, 22nd Fl.

New York, NY 10005

(212) 779-8600

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

December 31, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAME OF REPORTING
PERSONS

1

Hershey Management I, LLC

CHECK THE
APPROPRIATE
BOX IF A

2

MEMBER OF A (a)
GROUP (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF
DISCLOSURE OF
LEGAL
PROCEEDINGS IS
REQUIRED
PURSUANT TO
ITEMS 2(d) or 2(e)

5

6

CITIZENSHIP OR PLACE
OF ORGANIZATION

UNITED STATES

SOLE
VOTING
POWER

7

1,460,980

NUMBER OF
SHARES

8

BENEFICIALLY

0

OWNED BY

EACH

SOLE
DISPOSITIVE
POWER

REPORTING

9

PERSON

1,460,980

WITH

SHARED
DISPOSITIVE
POWER

10

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

11

1,460,980

12

CHECK BOX IF THE
AGGREGATE

AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

13

16.5%

TYPE OF REPORTING
PERSON

14

IA

-2-

NAME OF REPORTING
PERSONS

1

Hershey strategic capital, lp

CHECK THE
APPROPRIATE
BOX IF A

2

MEMBER OF A (a)
GROUP (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF
DISCLOSURE OF
LEGAL
PROCEEDINGS IS
REQUIRED
PURSUANT TO
ITEMS 2(d) or 2(e)

5

6

CITIZENSHIP OR PLACE
OF ORGANIZATION

UNITED STATES

SOLE
VOTING
POWER

7

1,460,980

NUMBER OF
SHARES

SHARED
VOTING
POWER

8

BENEFICIALLY
OWNED BY

0

EACH
REPORTING

SOLE
DISPOSITIVE
POWER

9

PERSON
WITH

1,460,980

SHARED
DISPOSITIVE
POWER

10

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

11

1,460,980

12

CHECK BOX IF THE
AGGREGATE

AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

13

16.5%

TYPE OF REPORTING
PERSON

14

PN

-3-

NAME OF REPORTING
PERSONS

1

Hershey Strategic Capital GP,
LLC

CHECK THE
APPROPRIATE
BOX IF A

2

MEMBER OF A (a)
GROUP (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF
DISCLOSURE OF
LEGAL
PROCEEDINGS IS
REQUIRED
PURSUANT TO
ITEMS 2(d) or 2(e)

5

6

CITIZENSHIP OR PLACE
OF ORGANIZATION

UNITED STATES

		SOLE VOTING POWER
	7	
		1,460,980
NUMBER OF SHARES	8	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH		SOLE DISPOSITIVE POWER
REPORTING	9	
PERSON		1,460,980
WITH		
	10	SHARED DISPOSITIVE POWER
		0

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

11

1,460,980

12

CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES

CERTAIN SHARES

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

13

16.5%

TYPE OF REPORTING
PERSON

14

PN

-4-

Item 1. Security and Issuer.

There is no change to the information set forth in Item 1 of the previously filed Schedule 13D.

Item 2. Identity and Background.

There is no change to the information set forth in Item 2 of the previously filed Schedule 13D, other than as follows:

(b) The principal office and business address of the Reporting Persons is 6 Pompano Road, Rumson, NJ 07760.

Item 3. Source and Amount of Funds or Other Consideration.

There is no change to the information set forth in Item 2 of the previously filed Schedule 13D.

Item 4. Purpose of Transaction.

There is no change to the information set forth in Item 4 of the previously filed Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) As of the date hereof, the Reporting Persons beneficially own 1,460,980 shares of Common Stock (but excludes 62,500 shares of Common Stock issuable upon exercise of the Warrants which Warrants are not exercisable until October 2, 2017), representing 16.5% of the outstanding shares of Common Stock (based upon 7,539,582 shares of Common Stock outstanding as of October 31, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, plus 1,333,334 shares of Common Stock issued by the Issuer pursuant to the Purchase Agreement, as reported in the Issuer's Current Report on Form 8-K filed November 29, 2016).

(b) As the investment advisor, Hershey Management I, LLC, has the power to vote or to direct the vote and to dispose or direct the disposition of all of the securities reported herein.

(c) No transactions in the Common Stock were effected by the Reporting Persons since the most recently filed Schedule 13D, except on December 22, 2016, the Reporting Persons purchased 25,980 shares of Common Stock at the weighted average price of \$0.5992..

(d) and (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of Issuer.

There is no change to the information set forth in Item 6 of the previously filed Schedule 13D.

Item 7. Materials to be Filed as Exhibits.

There is no change to the information set forth in Item 7 of the previously filed Schedule 13D.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 20, 2017

Hershey Management I, LLC

By: /s/ Adam Hershey
Adam Hershey, Managing Member

Hershey Strategic Capital, LP
By: Hershey Strategic Capital GP, LLC,
General Partner

By: /s/ Adam Hershey
Adam Hershey, Managing Member

Hershey Strategic Capital gp, llc

By: /s/ Adam Hershey
Adam Hershey, Managing Member