

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	SHARED VOTING POWER
BENEFICIALLY OWNED BY	0	
EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
WITH		1,460,980
	10	SHARED DISPOSITIVE POWER
	0	
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
		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