

PRECISION OPTICS CORPORATION, INC.  
Form SC 13D/A  
February 05, 2016

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)**

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 & Gilchrest PLLC

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381 Park Avenue South

New York, NY 10016

(212) 779-8600

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

December 31, 2015

(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).

CUSIP No. 740294301

NAME OF REPORTING  
PERSONS

1

Hershey Management I,  
LLC

CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF (a)  ..  
A GROUP (b)

2

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

5

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

2(e)

CITIZENSHIP OR PLACE  
OF ORGANIZATION

6

UNITED STATES

NUMBER OF

SHARES

SOLE  
VOTING  
POWER

BENEFICIALLY 7

OWNED BY

1,310,000

EACH

REPORTING

SHARED  
VOTING  
POWER

PERSON

8

WITH

0

SOLE  
DISPOSITIVE  
POWER

9

1,310,000

10

SHARED  
DISPOSITIVE  
POWER

0

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

1,310,000

12 CHECK BOX IF  
THE  
AGGREGATE  
AMOUNT IN  
ROW (11)  
EXCLUDES ..  
CERTAIN  
SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

17.6%

14 TYPE OF REPORTING  
PERSON

IA

CUSIP No. 740294301

NAME OF REPORTING  
PERSONS

1

Hershey strategic capital, lp

CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF (a)  x  
A GROUP (b)  ..

2

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

5

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

CITIZENSHIP OR PLACE  
OF ORGANIZATION

6

UNITED STATES

SOLE  
VOTING  
POWER

7

1,310,000

NUMBER OF  
SHARES

8

SHARED  
VOTING  
POWER

BENEFICIALLY

0

OWNED BY

EACH

REPORTING

SOLE  
DISPOSITIVE  
POWER

PERSON

9

WITH

1,310,000

SHARED  
DISPOSITIVE  
POWER

10

0

11

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BY EACH REPORTING  
PERSON

1,310,000

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CERTAIN  
SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

17.6%

14 TYPE OF REPORTING  
PERSON

PN

CUSIP No. 740294301

NAME OF REPORTING  
PERSONS

1  
Hershey Strategic Capital  
GP, LLC

CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF (a)  x  
A GROUP (b)  ..

2

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

5

CHECK BOX IF  
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PURSUANT TO  
ITEMS 2(d) or  
2(e)

CITIZENSHIP OR PLACE  
OF ORGANIZATION

6

UNITED STATES

SOLE  
VOTING  
POWER

7

1,310,000

NUMBER OF  
SHARES

8

SHARED  
VOTING  
POWER

BENEFICIALLY  
OWNED BY

0

EACH  
REPORTING

SOLE  
DISPOSITIVE  
POWER

PERSON

9

WITH

1,310,000

SHARED  
DISPOSITIVE  
POWER

10

0

11

AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

1,310,000

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ROW (11)  
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CERTAIN  
SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

17.6%

14 TYPE OF REPORTING  
PERSON

PN

CUSIP No. 740294301

**Item 1. Security and Issuer.**

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

**Item 2. Identity and Background.**

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

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

The source of funds used for the purchases by the Reporting Person was its working capital. None of the funds used in connection with such purchases were borrowed.

**Item 4. Purpose of Transaction.**

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

**Item 5. Interest in Securities of the Issuer.**

(a) As of the date hereof, the Reporting Persons beneficially own 1,310,000 shares of Common Stock, representing 17.6% of the outstanding shares of Common Stock (based upon 7,434,582 shares of Common Stock outstanding as of October 30, 2015, as reported in the Issuer's quarterly report on Form 10-Q for the quarter ended September 30, 2015).

(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) On December 30, 2015, Hershey Strategic Capital, LP purchased 18,500 shares of Common Stock at a weighted average price of \$0.61 a share. On December 31, 2015, Hershey Strategic Capital, LP purchased 11,000 shares of Common Stock at a weighted average price of \$0.67 a share. On January 5, 2016, Hershey Strategic Capital, LP purchased 10,000 shares of Common Stock at a weighted average price of \$0.50 a share. On January 6, 2016, Hershey Strategic Capital, LP purchased 17,520 shares of Common Stock at a weighted average price of \$0.66 a share. No other transactions in the Common Stock were effected by the Reporting Persons since the date of the filing of the last Schedule 13D.

(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 original Schedule 13D.

**Item 7. Materials to be Filed as Exhibits.**

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

CUSIP No. 740294301

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: February 5, 2016

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

