

PRECISION OPTICS CORPORATION, INC.
Form SC 13D/A
October 10, 2017

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)

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)

October 6, 2017

(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

CITIZENSHIP OR PLACE
OF ORGANIZATION

6

UNITED STATES

7 SOLE
VOTING
POWER

NUMBER OF

SHARES

| | |
|--------------|-------------|
| BENEFICIALLY | 986,480 |
| OWNED BY | SHARED |
| EACH | VOTING |
| | POWER |
| REPORTING | |
| PERSON | 0 |
| WITH | SOLE |
| | DISPOSITIVE |
| | POWER |
| | 9 |
| | 986,480 |
| | 10 SHARED |
| | DISPOSITIVE |
| | POWER |

0
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED
 BY EACH REPORTING
 PERSON

11

986,480
 CHECK BOX IF THE
 AGGREGATE
 AMOUNT IN ROW
 (11) EXCLUDES
 CERTAIN SHARES

12

PERCENT OF CLASS
 REPRESENTED BY
 AMOUNT IN ROW (11)

13

10.5%
 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 | |
| | | 986,480 |
| NUMBER OF | SHARED | |
| | VOTING | |
| SHARES | POWER | |
| | 8 | |
| | BENEFICIALLY | |
| OWNED BY | 0 | |
| EACH | SOLE | |
| | DISPOSITIVE | |
| REPORTING | POWER | |
| | 9 | |
| PERSON | | 986,480 |
| WITH | SHARED | |
| | DISPOSITIVE | |
| | POWER | |
| | 10 | |

| | |
|----|---|
| | 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |

| | |
|----|---|
| | 986,480 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |

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

10.5%

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

CITIZENSHIP OR PLACE
OF ORGANIZATION

6

UNITED STATES

| | | |
|---|----|---|
| | 7 | SOLE VOTING POWER |
| NUMBER OF SHARES | 8 | 986,480 SHARED VOTING POWER |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 9 | 0 SOLE DISPOSITIVE POWER |
| | 10 | 986,480 SHARED DISPOSITIVE POWER |

| | | |
|----|---|---|
| 11 | 0 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
|----|---|---|

| | | |
|----|---------|---|
| 12 | 986,480 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |
|----|---------|---|

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

10.5%
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 986,480 shares of Common Stock, representing 10.5% of the outstanding shares of Common Stock (based upon 9,428,472 shares of Common Stock outstanding as of September 15, 2017, as reported in the Issuer's Annual Report on Form 10-K for the year ended June 30, 2017).

(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 October 6, 2017, Hershey Strategic Capital, LP distributed 537,000 shares of Common Stock to its limited partners and exercised warrants to purchase 62,500 shares of Common Stock at an exercise price of \$0.01 per share.

(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: October 10, 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