

Edgar Filing: VERSAR INC - Form SC 13G

VERSAR INC
Form SC 13G
February 18, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G*

Under the Securities Exchange Act of 1934

Versar, Inc.

(Name of Issuer)

Common Stock, par value \$0.01

(Title of Class of Securities)

925297103

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which
this Schedule is filed:

/x/ Rule 13d-1(b)
 /x/ Rule 13d-1(c)
 / / Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover shall not be deemed to be "filed" for the purpose of Section 18 of the

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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).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1745 (3-98)

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CUSIP No. 925297103

- 1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only)

WEDBUSH, Inc.

- 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) /x/
(b) / /

- 3. SEC Use Only

- 4. Citizenship or Place of Organization

California

| | | |
|-----------------------------------------------------------------------|-----------------------------|---------|
| Number of Shares Beneficially by Owned by Each Reporting Person With: | 5. Sole Voting Power | 185,200 |
| | 6. Shared Voting Power | 496,812 |
| | 7. Sole Dispositive Power | 185,200 |
| | 8. Shared Dispositive Power | 576,612 |

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

576,612

- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

/ /

- 11. Percent of Class Represented by Amount in Row (9)

6.4%

- 12. Type of Reporting Person (See Instructions)

CO

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CUSIP No. 925297103

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only)

Edward W. Wedbush

2. Check the Appropriate Box if a Member of a Group
(See Instructions)

(a) /x/

(b) / /

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

| | | |
|------------------|-----------------------------|---------|
| Number of Shares | 5. Sole Voting Power | 95,200 |
| Beneficially by | ----- | ----- |
| Owned by Each | 6. Shared Voting Power | 496,812 |
| Reporting | ----- | ----- |
| Person With: | 7. Sole Dispositive Power | 95,200 |
| | ----- | ----- |
| | 8. Shared Dispositive Power | 576,612 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person

576,612

10. Check if the Aggregate Amount in Row (9) Excludes Certain
Shares (See Instructions)

/ /

11. Percent of Class Represented by Amount in Row (9)

6.4%

12. Type of Reporting Person (See Instructions)

IN

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CUSIP No. 925297103

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only)

Wedbush Morgan Securities, Inc.

2. Check the Appropriate Box if a Member of a Group
(See Instructions)

(a) /x/
(b) / /

3. SEC Use Only

6. Citizenship or Place of Organization

California

| | | |
|------------------|-----------------------------|---------|
| Number of Shares | 5. Sole Voting Power | 152,227 |
| Beneficially by | | |
| Owned by Each | 6. Shared Voting Power | 496,812 |
| Reporting | | |
| Person With: | 7. Sole Dispositive Power | 152,227 |
| | 8. Shared Dispositive Power | 576,612 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person

576,612

10. Check if the Aggregate Amount in Row (9) Excludes Certain
Shares (See Instructions)

/ /

11. Percent of Class Represented by Amount in Row (9)

6.4%

12. Type of Reporting Person (See Instructions)

BD

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Cusip No. 925297103

13G Versar, Inc.

Item 1. Name and Address of Issuer.

- (a) This statement relates to the shares of the common stock of
Versar, Inc. ("Issuer").

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- (b) Issuer's address: 6850 Versar Center,
Springfield, Virginia 22151

Item 2. Filers

- (a) This statement is filed by WEDBUSH, Inc. ("WI"),
Edward W. Wedbush ("EWW") and Wedbush Morgan Securities,
Inc. ("WMS").
- (b) Business address of the above filers are as follows:
WI - 1000 Wilshire Blvd., Los Angeles, CA 90017-2457
EWW - P.O. Box 30014, Los Angeles, CA 90030-0014
WMS - P.O. Box 30014, Los Angeles, CA 90030-0014
- (c) WI is a California corporation. EWW is a citizen of the
United States of America. WMS is a California corporation.
- (d) Common stock
- (e) 925297103

Item 3. Classification of Filers

- (a) WMS is a broker/dealer
- (b) - (j) Not applicable
- (g) WI is a control person

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Item 4. Ownership

- (a) WI has sole ownership of 185,200 Shares of the Issuer;
EWW has sole ownership of 95,200 Shares; and WMS has sole
ownership of 152,227 Shares.
- (b) Of the Shares outstanding, WI owns approximately 2.06%;
EWW owns approximately 1.06%; and WMS owns approximately 1.69%.
- (c) Number of Shares as to which the filer has:
- (i) Sole power to vote: WI has sole power to vote on
185,200 Shares; EWW has 95,200 sole Shares; and WMS
has 152,227 sole Shares.
- (ii) Shared power to vote: WI has 496,812 Shares; EWW
has 496,812 Shares; and WMS has 496,812 Shares.
- (iii) Sole power to dispose: WI has sole power to
dispose on 185,200 Shares; EWW has 95,200 Shares
to dispose; and WMS has 152,227 Shares to dispose.

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- (iv) Shared power to dispose; WI has 576,612 Shares;
EWW has 576,612 Shares; WMS has 576,612 Shares.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another.

Not applicable.

Item 7. Identification and Classification of Subsidiary which
Acquired the Securities Being Reported on by the Parent
Holding Company.

Not Applicable.

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Item 8. Identification and Classification of Members of a Group.

| Name | Category | No.ofShares | Percentage |
|---------------------------------|----------|-------------|------------|
| WEDBUSH, Inc. | CO | 185,200 | 2.06% |
| Edward W. Wedbush | IN | 95,200 | 1.06% |
| Wedbush Morgan Securities, Inc. | BD | 152,227 | 1.69% |

EWW is the Chairman of WI. EWW owns a majority of the outstanding Shares of WI. EWW is the President of WMS. WI owns all of the shares of WMS. Accordingly, EWW may be deemed the beneficial owner of the Issuer's Shares owned by WI. However, beneficial ownership of the Issuer's Shares is hereby disclaimed by EWW.

Item 9. Notice of Dissolution of Group.

Not applicable.

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Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the Issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

WEDBUSH, Inc.

2/11/09

Date

ERIC D. WEDBUSH

Eric D. Wedbush

Signature

ERIC D. WEDBUSH

Eric D. Wedbush/ President

Name/Title

Edward W. Wedbush

2/11/09

Date

EDWARD W. WEDBUSH

Edward W. Wedbush

Signature

EDWARD W. WEDBUSH

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Edward W. Wedbush

Name/Title

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Wedbush Morgan Securities, Inc.

2/11/09

Date

EDWARD W. WEDBUSH

Edward W. Wedbush

Signature

Edward W. Wedbush/ President

Name/Title

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