

Edgar Filing: SPIRE CORP - Form SC 13G/A

SPIRE CORP
Form SC 13G/A
April 23, 2009

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(AMENDMENT NO. 2) *

SPIRE CORP

(Name of Issuer)

Common Stock

(Title of Class of Securities)

848565107

(CUSIP Number)

04/20/09

(Date of Event which Requires Filing of this Statement)

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

/ / Rule 13d-i(b)
/X / Rule 13d-i(c)
/ / Rule 13d-i(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 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.

CUSIP NO. 848565107 13G/A

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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AMH Equity LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / / (b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York, USA

NUMBER OF 5 SOLE VOTING POWER
SHARES
BENEFICIALLY

OWNED BY 6 SHARED VOTING POWER
EACH

REPORTING 7 SOLE DISPOSITIVE POWER
PERSON
WITH

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
413,023 shares of common stock.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES* / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.96%

12 TYPE OF REPORTING PERSON*
PN

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CUSIP NO. 848565107 13G/A

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Leviticus Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / / (b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, USA

NUMBER OF 5 SOLE VOTING POWER
SHARES 413,023 Shares of Common Stock
BENEFICIALLY

OWNED BY 6 SHARED VOTING POWER
EACH

REPORTING 7 SOLE DISPOSITIVE POWER
PERSON 413,023 Shares of Common Stock
WITH

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
413,023 shares of common stock.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES* / /

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.96%

12 TYPE OF REPORTING PERSON*
PN

ITEM 1: (a) NAME OF ISSUER:

SPIRE CORP

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

ONE PATRIOTS PARK
Bedford, MA 01730

ITEM 2: (a) NAME OF PERSON FILING:

This Schedule 13G/A is jointly filed by Leviticus Partners, L.P., a Delaware limited partnership ("Leviticus") and AMH Equity, LLC ("AMH"), a New York limited liability company (each a "Reporting Person" and, collectively, the "Reporting Persons"). AMH is the general partner of Leviticus.

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE :

C/O Leviticus Partners LP
The Lincoln Building
60 East 42nd Street
Suite 901
New York, NY 10165

(c) CITIZENSHIP:

See above

(d) TITLE OF CLASS OF SECURITIES:

SEE COVER PAGE

(e) CUSIP NUMBER:

SEE COVER PAGE

ITEM 3: See Item 12 above

ITEM 4: (a) AMOUNT BENEFICIALLY OWNED:

See Item 9 above

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(b) PERCENT OF CLASS:

See Item 11 above

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS VOTING AND DISPOSITIVE POWERS:

See Items 5 and 7 above

ITEM 5: OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS: / X /

ITEM 6: OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

N/A

The principal address of Leviticus is:
60 East 42nd Street
Suite 901
New York, NY 10165

ITEM 7: Inapplicable

ITEM 8: Inapplicable

ITEM 9: NOTICE OF DISSOLUTION OF GROUP:
Inapplicable

ITEM 10: CERTIFICATION:

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

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.

Date: April 23, 2009

Leviticus Partners, L.P.
By: AMH Equity, LLC, its general partner
By: /s/ Adam Hutt
Name: Adam Hutt
Title: Managing Member

AMH Equity, LLC
By: /s/ Adam Hutt

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Name: Adam Hutt
Title: Managing Member

"2">Amount(A) or (D)Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who 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 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option to Purchase	\$ 2.1	03/11/2009		A	17,500 (1)	(2) 03/11/2014	Common Stock	17,500 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CORROON JAMES M 11290 PYRITES WAY SUITE 200 GOLD RIVER, CA 95670	X			

Signatures

L. Eric Loewe, attorney in fact for James M.
Corroon 03/13/2009

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- (1) Approximate number of options taken in lieu of cash compensation for services as a director in 2008.
- (2) Options vest ratably over 12 months.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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 number.