

VOLT INFORMATION SCIENCES, INC.  
Form SC 13D/A  
May 16, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13D**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**(Amendment No. 6)**

**Volt Information Sciences, Inc.**

**(Name of Issuer)**

**Common Stock, par value \$0.10**

**(Title of Class of Securities)**

**928703107**

**(CUSIP Number)**

**Debra R. Cardinali**

**Levett Rockwood P.C.**

**33 Riverside Avenue**

**Westport, Connecticut 06880**

**(203) 222-0885**

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

**May 8, 2014**

**(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), Rule 13d-1(f) or Rule 13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* 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 disclosures provided in a prior cover page.

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).

(1) Names of reporting persons

**Steven A. Shaw**

(2) Check the appropriate box if a member of a group (see instructions)

(a)  (b)

(3) SEC use only

(4) Source of funds (see instructions)

**PF**

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

**United States**

(7) Sole Voting Power

Number of shares beneficially owned by each reporting person with:

(8) **1,282,140<sup>(1)</sup>** Shared Voting Power

(9) **54,054<sup>(2)</sup>** Sole Dispositive Power

(10) **1,282,140<sup>(1)</sup>** Shared Dispositive Power

(11) **54,054<sup>(2)</sup>** Aggregate Amount Beneficially Owned by Each Reporting Person

**1,336,194**<sup>(1)(2)</sup>

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

(13) Percent of Class Represented by Amount in Row (11)

**6.4%**

(14) Type of Reporting Person (See Instructions)

**IN**

- (1) Mr. Shaw may be deemed to indirectly beneficially own 14,216 shares of Common Stock held as Sole Trustee of trusts for the benefit of two of his nephews.
- (2) Mr. Shaw may be deemed to indirectly beneficially own 54,054 shares of Common Stock held as Co-Trustee of trusts for the benefit of one of his nephews.

CUSIP No 928703107

Page 3 of 9

**ITEM 1. SECURITY AND ISSUER**

This Statement on Schedule 13D (this Schedule 13D) relates to the common stock, par value \$0.10 per share (the Common Stock), of Volt Information Sciences, Inc., a New York corporation (the Issuer).

The address of Issuer's principal office is 1065 Avenue of Americas, New York, New York 10018.

**ITEM 2. IDENTITY AND BACKGROUND**

This Schedule 13D is being filed by Steven A. Shaw (the Reporting Person), an individual and citizen of the United States. The Reporting Person is the former President, Chief Executive Officer and director of the Issuer. The Reporting Person's residential address is 503 1<sup>st</sup> Avenue East, Apartment 205, Seattle, Washington 98102.

During the last five years, the Reporting Person has not (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which proceeding he was or is subject to a judgment, decree, or final order enjoining further violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

**ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

The Reporting Person used personal funds to purchase 1,000 shares of Common Stock of the Issuer. The aggregate purchase price was \$8,145.

**ITEM 4. PURPOSE OF TRANSACTION**

This Amendment No. 6 to Schedule 13D is being filed to report the purchase and sale of shares of Common Stock of the Issuer by the Reporting Person.

CUSIP No 928703107

Page 4 of 9

**ITEM 5. INTEREST IN SECURITIES OF THE ISSUER**

(a) and (b) The table below sets forth the number of shares of Common Stock directly and indirectly beneficially owned by the Reporting Person. These shares represent, in the aggregate, approximately 6.4% of the 20,869,195 outstanding shares of Common Stock (which includes the 20,862,795 shares of Common Stock reported to be outstanding on March 10, 2014, in the Issuer's Quarterly Report on Form 10-Q for the period ended February 2, 2014, as filed with the Securities and Exchange Commission on March 14, 2014, plus the 6,400 shares of Common Stock issuable upon exercise of options currently exercisable or which will become exercisable within 60 days after the date hereof).

Reporting Persons	Number of Shares With		Percentage	
	Number of Shares With Sole Voting and Dispositive Power	Shared Voting and Dispositive Power	Aggregate Number of Shares Beneficially Owned	of Class Beneficially Owned
Mr. Shaw	1,282,140	54,054	1,336,194	6.4%

The shares as to which the Reporting Person has sole voting and dispositive power consist of (i) 1,261,524 shares of Common Stock held directly; (ii) 6,400 shares of Common Stock underlying options held by the Reporting Person which are currently exercisable or may become exercisable within 60 days after the date hereof; and (iii) 14,216 shares of Common Stock held by the Reporting Person as the sole trustee of trusts for the benefit of two of his nephews.

The shares as to which the Reporting Person shares voting and dispositive power consist of 54,054 shares of Common Stock held as co-trustee of trusts for the benefit of one of his nephews. The other trustees are Lloyd Frank and Michael Shaw. The Reporting Person is the brother of Michael Shaw. There is no family relationship between Lloyd Frank and the Reporting Person.

Lloyd Frank is Senior Counsel to the law firm of Troutman Sanders LLP and a director of the Issuer. Mr. Frank's business address is Troutman Sanders LLP, 405 Lexington Avenue, New York, New York 10174. Mr. Frank is a United States citizen.

Michael Shaw, with an address at 167 Hillcrest Road, Berkeley, California 94705, is a therapist/psychologist. Michael Shaw is a United States citizen.

To the knowledge of the Reporting Person, during the last five years, neither Lloyd Frank nor Michael Shaw has: (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which proceeding, such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

CUSIP No 928703107

Page 5 of 9

Neither the filing of this Amendment No. 6 to Schedule 13D nor the information contained herein shall be deemed to constitute an admission by the Reporting Person that he is the beneficial owner of the Common Stock referred to herein, for purposes of Section 13(d) of the Exchange Act or otherwise, and such beneficial ownership is expressly disclaimed, other than as to the shares directly owned by the Reporting Person and shares subject to stock options.

(c) The Reporting Person purchased 800 shares of Common Stock of the Issuer on April 28, 2014 for a purchase price of \$8.10 per share. The Reporting Person also purchased 200 shares of Common Stock of the Issuer on April 28, 2014 for a purchase price of \$8.29 per share. The purchase transactions were effected in the open market through brokers.

Set forth below are the sale transactions in the Common Stock of the Issuer by the Reporting Person since Amendment No. 5 to the Schedule 13D was filed on April 15, 2014. All such sale transactions were effected in the open market through brokers.

<b>Date of Transaction</b>	<b>Number of Shares Sold</b>	<b>Price Per Share</b>
5/8/2014	80	\$ 7.60
5/8/2014	300	\$ 7.61
5/8/2014	400	\$ 7.62
5/8/2014	300	\$ 7.63
5/8/2014	1000	\$ 7.50
5/8/2014	1400	\$ 7.51
5/8/2014	400	\$ 7.52
5/8/2014	400	\$ 7.54
5/8/2014	500	\$ 7.55
5/8/2014	2000	\$ 7.60
5/8/2014	600	\$ 7.63
5/8/2014	200	\$ 7.64
5/8/2014	5189	\$ 7.71
5/7/2014	500	\$ 7.73
5/7/2014	4400	\$ 7.74
5/7/2014	800	\$ 7.82
5/7/2014	900	\$ 7.79
5/7/2014	1700	\$ 7.78
5/7/2014	800	\$ 7.70
5/7/2014	1600	\$ 7.71
5/7/2014	100	\$ 7.74
5/7/2014	500	\$ 7.88
5/6/2014	600	\$ 7.74
5/6/2014	4200	\$ 7.72
5/6/2014	7400	\$ 7.73
5/6/2014	5500	\$ 7.75
5/6/2014	400	\$ 7.77

CUSIP No 928703107

Page 6 of 9

<b>Date of Transaction</b>	<b>Number of Shares Sold</b>	<b>Price Per Share</b>
5/6/2014	100	\$ 7.76
5/6/2014	11400	\$ 7.80
5/6/2014	500	\$ 7.82
5/2/2014	100	\$ 7.94
5/2/2014	300	\$ 7.89
5/2/2014	300	\$ 7.87
5/1/2014	400	\$ 7.97
5/1/2014	1100	\$ 7.95
5/1/2014	1200	\$ 7.80
4/30/2014	300	\$ 7.99
4/30/2014	4200	\$ 7.98
4/30/2014	2600	\$ 8.06
4/29/2014	1000	\$ 8.08
4/29/2014	1200	\$ 8.09
4/29/2014	3000	\$ 8.00
4/29/2014	100	\$ 8.01
4/29/2014	5000	\$ 8.30
4/29/2014	600	\$ 8.25
4/28/2014	100	\$ 8.29
4/28/2014	800	\$ 8.10
4/28/2014	800	\$ 8.00
4/28/2014	2400	\$ 7.78
4/25/2014	3100	\$ 7.95
4/25/2014	3500	\$ 7.93
4/25/2014	1500	\$ 7.94
4/25/2014	5400	\$ 8.00
4/24/2014	3000	\$ 8.00
4/24/2014	100	\$ 8.01
4/24/2014	400	\$ 8.02
4/24/2014	600	\$ 7.96
4/24/2014	1200	\$ 7.95
4/24/2014	800	\$ 7.94
4/24/2014	500	\$ 7.93
4/24/2014	500	\$ 7.89
4/24/2014	1400	\$ 7.88
4/24/2014	500	\$ 7.87
4/24/2014	700	\$ 7.85
4/24/2014	500	\$ 7.83
4/24/2014	1800	\$ 7.84
4/24/2014	1100	\$ 7.82



CUSIP No 928703107

Page 7 of 9

<b>Date of Transaction</b>	<b>Number of Shares Sold</b>	<b>Price Per Share</b>
4/24/2014	26300	\$ 7.80
4/24/2014	4100	\$ 7.70
4/24/2014	100	\$ 7.98
4/24/2014	900	\$ 7.65
4/24/2014	200	\$ 7.90
4/23/2014	300	\$ 8.15
4/23/2014	100	\$ 8.13
4/23/2014	700	\$ 8.11
4/23/2014	900	\$ 8.10
4/23/2014	100	\$ 8.05
4/23/2014	500	\$ 8.01
4/23/2014	900	\$ 8.08
4/23/2014	100	\$ 8.07
4/23/2014	100	\$ 8.12
4/22/2014	100	\$ 8.19
4/22/2014	508	\$ 8.20
4/22/2014	8200	\$ 8.18
4/22/2014	400	\$ 8.17
4/21/2014	2470	\$ 8.29
4/17/2014	1740	\$ 8.30
4/17/2014	900	\$ 8.31
4/17/2014	400	\$ 8.28
4/16/2014	607	\$ 8.19
4/15/2014	1800	\$ 8.18
4/15/2014	1100	\$ 8.25
4/14/2014	400	\$ 8.16
4/14/2014	1300	\$ 8.20
4/14/2014	1200	\$ 8.25
4/14/2014	2925	\$ 8.31
4/11/2014	400	\$ 8.30
4/11/2014	1400	\$ 8.36
4/11/2014	1000	\$ 8.37
4/11/2014	2000	\$ 8.32
4/11/2014	1100	\$ 8.34
4/11/2014	700	\$ 8.35
4/11/2014	500	\$ 8.58
4/11/2014	11690	\$ 8.35
4/10/2014	12400	\$ 8.52
4/10/2014	1000	\$ 8.60
4/10/2014	1100	\$ 8.65

CUSIP No 928703107

Page 8 of 9

<b>Date of Transaction</b>	<b>Number of Shares Sold</b>	<b>Price Per Share</b>
4/10/2014	1000	\$ 8.64
4/10/2014	1200	\$ 8.62
4/10/2014	500	\$ 8.56
4/10/2014	1800	\$ 8.54
4/10/2014	2150	\$ 8.48

(d) Not applicable.

(e) Not applicable.

**ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH  
RESPECT TO SECURITIES OF THE ISSUER**

Not applicable

**ITEM 7. MATERIAL FILED AS EXHIBITS**

None.

CUSIP No 928703107

**Page 9 of 9**

**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.

Dated: May 16, 2014

By: /s/ Steven A. Shaw

Name: Steven A. Shaw