

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) x
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

2

MEMBER OF (a) x
A GROUP (b) ..

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

5

..
CHECK BOX IF
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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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BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

1,310,000

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EXCLUDES ..
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
DISCLOSURE OF
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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
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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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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

