

Ocean Power Technologies, Inc.
Form SC 13D
October 14, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Ocean Power Technologies, Inc.

(Name of Issuer)

Common Stock, \$.001 Par Value

(Title of Class of Securities)

674870308

(CUSIP Number)

FiveMore Special Situations Fund Ltd

C/O M&C Corporate Services, P.O Box 309 GT, Ugland House, South Churge Street,

George Town, Grand Cayman, Cayman Islands 309 GT

+1/345 749 2552

(Name, Address and Telephone Number of Person

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Authorized to Receive Notices and Communications)

October 13, 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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-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 240.13d-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).

CUSIP No. 674870308

Page 2 of 5 Pages

1 NAME OF REPORTING PERSON

FiveMore Special Situations Fund Ltd

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Grand Cayman, Cayman Islands

7 SOLE VOTING POWER

NUMBER OF
SHARES

8

0
SHARED VOTING POWER

BENEFICIALLY

| | | |
|-----------------------|----|---|
| OWNED BY EACH | 9 | 856,081 (see Item 5) SOLE DISPOSITIVE POWER |
| REPORTING PERSON WITH | 10 | SHARED DISPOSITIVE POWER |
| | | 856,081 (see Item 5) |
| 11 | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | | 856,081 (see Item 5) |
| 12 | | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o |
| 13 | | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| | | 4.65% |
| 14 | | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) |

OO

CUSIP No. 674870308

Page 3 of 5 Pages

1 NAME OF REPORTING PERSON

FiveT Capital AG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Zurich, Switzerland

7 SOLE VOTING POWER

NUMBER OF
SHARES

8 0
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH

9 856,081 (see Item 5)
SOLE DISPOSITIVE POWER

REPORTING

PERSON WITH
10 0
SHARED DISPOSITIVE POWER

11 856,081 (see Item 5)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 856,081 (see Item 5)
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS) 0

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

14 4.65%
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

Item 1. Security and the Issuer

This Schedule 13D relates to the shares of Common Stock of Ocean Power Technologies, Inc. (the Issuer). Unless the context otherwise requires, references herein to the Common Stock are to such Common Stock of the Issuer. The principal executive offices of the Issuer are located at 1590 Reed Road, Pennington, New Jersey 08534, USA.

Item 2. Identity and Background

(a) This Schedule 13D is being filed by FiveMore Special Situations Fund, a Cayman limited liability company (the Fund) and FiveT Capital AG, a Swiss self-regulated limited liability company, which acts as Investment Advisor (the Advisor , together with the Fund, the Reporting Persons) for the Fund.

(b) The principal business address of the Fund is C/O M&C Corporate Services, P.O Box 309, GT, Uglan House, South Charge Street, George Town, Grand Cayman, Cayman Islands 309 GT. The principal business address of FiveT Capital AG is Allmendstrasse 140, 8041 Zurich, Switzerland.

(c) The principal business of the Fund is to serve as vehicle for investments in the equity capital market. DMS Fund Governance Ltd (thereafter DFG) is Director of the Fund and Mr. Aldo Ghisletta is the Director of DFG with the primary responsibility for the Fund. DFG together with Mr. Aldo Ghisletta are serving as Directors of a variety of hedge funds and managed accounts. The principal business of the Advisor is to advise the Fund on investment ideas. Mr. Wieland M. Kreuder is the Director of FiveT Capital AG.

(f) DFG is a company licensed and regulated by the Cayman Islands Monetary Authority. Mr. Aldo Ghisletta is a citizen of Switzerland. Mr. Wieland M. Kreuder is a citizen of Germany.

Item 5. Interest in Securities of the Issuer.

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(a) As of the date of this Schedule 13D, the Reporting Persons beneficially own an aggregate of 856,081 shares of Common Stock, consisting of 856,081 shares held by the Fund (the Shares). The Shares represent 4.65% of the Common Stock outstanding. Percentages of the Common Stock outstanding reported in this Schedule 13D are calculated based upon the 18,387,270 shares of Common Stock outstanding as of October 13, 2015, as reported in the Issuer's Form 8-K on September 08, 2015.

(c) Set forth on Schedule I hereto are all transactions in the Common Stock effected in the last 60 days since the date of the event which requires filing of this Statement.

SCHEDULE I

This Schedule sets forth information with respect to each purchase and sale of Shares which was effectuated by a Reporting Person in the last 60 days since the date of the event which requires filing of this Statement. Unless otherwise indicated, all transactions were effectuated in the open market through a broker.

| Trade Date | Shares Purchased (Sold) | Price Per Share (\$) |
|-------------------|--------------------------------|-----------------------------|
| 08/10/2015 | (39,024) | 0.32 |
| 07/10/2015 | (18,875) | 0.32 |
| 06/10/2015 | (15,000) | 0.31 |
| 05/10/2015 | (1,800) | 0.38 |
| 01/10/2015 | (24,900) | 0.39 |
| 30/09/2015 | (44,320) | 0.41 |