

PRECISION OPTICS CORPORATION, INC.
Form SC 13D/A
December 02, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)

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

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 1, 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

2

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

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF
DISCLOSURE OF
LEGAL
PROCEEDINGS IS
REQUIRED

5

PURSUANT TO ..
ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE
OF ORGANIZATION

6

UNITED STATES

NUMBER OF
SHARES

7

SOLE
VOTING
POWER

BENEFICIALLY 1,252,980

OWNED BY

EACH SHARED
VOTING
POWER

REPORTING 8
0

PERSON

WITH SOLE
DISPOSITIVE
POWER

9
1,252,980

10 SHARED
DISPOSITIVE
POWER

0

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

1,252,980

12 CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (11)
EXCLUDES ..
CERTAIN
SHARES

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

16.9%

TYPE OF REPORTING
PERSON

14

IA

CUSIP No. 740294301

NAME OF REPORTING
PERSONS

1

Hershey strategic capital, lp

CHECK THE
APPROPRIATE

BOX IF A

MEMBER OF

2

A GROUP (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF
DISCLOSURE OF
LEGAL
PROCEEDINGS IS
REQUIRED

5

PURSUANT TO
ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE
OF ORGANIZATION

6

UNITED STATES

NUMBER OF

7

SOLE
VOTING
POWER

SHARES

BENEFICIALLY

1,252,980

OWNED BY

| | | |
|-----------|----|--------------------------------|
| EACH | | SHARED VOTING POWER |
| REPORTING | 8 | 0 |
| PERSON | | |
| WITH | | SOLE DISPOSITIVE POWER |
| | 9 | 1,252,980 |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 0 |

| | |
|----|---|
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 1,252,980 |

| | | |
|----|--|----|
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | .. |
|----|--|----|

| | |
|----|--|
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| | 16.9% |

| | |
|----|-----------------------------|
| 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

2

MEMBER OF
A GROUP (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

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

5

CITIZENSHIP OR PLACE
OF ORGANIZATION

6

UNITED STATES

NUMBER OF

7

SOLE
VOTING

| | | |
|------------------|-----------|--------------------------|
| SHARES | | POWER |
| BENEFICIALLY | 1,252,980 | |
| OWNED BY | | |
| EACH | | SHARED VOTING POWER |
| REPORTING PERSON | 8 | 0 |
| WITH | | SOLE DISPOSITIVE POWER |
| | 9 | 1,252,980 |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,252,980

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
16.9%

TYPE OF REPORTING
PERSON

14

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 1,252,980 shares of Common Stock, representing 16.9% 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 October 22, 2015, Hershey Strategic Capital, LP purchased 37,313 shares of Common Stock at a price of \$0.67 a share. On November 30, 2015, Hershey Strategic Capital, LP purchased 5,206 shares of Common Stock at a weighed average price of \$0.62 a share. On December 1, 2015, Hershey Strategic Capital, LP purchased 43,794 shares of Common Stock at a weighed average price of \$0.69 a share. No other transactions in the Common Stock were

effected by the Reporting Persons in the last 60 days.

(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: December 2, 2015

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

