

PRECISION OPTICS CORPORATION, INC.  
Form SC 13D/A  
October 10, 2017

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 5)**

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 PLLC

88 Pine Street, 22nd Fl.

New York, NY 10005

(212) 779-8600

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

October 6, 2017

(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).

NAME OF REPORTING  
PERSONS

1

Hershey Management I, LLC

CHECK THE  
APPROPRIATE  
BOX IF A

2

MEMBER OF A (a)  
GROUP (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

7 SOLE  
VOTING  
POWER

NUMBER OF

SHARES

BENEFICIALLY	986,480
OWNED BY	SHARED
EACH	VOTING
	POWER
REPORTING	
PERSON	0
WITH	SOLE
	DISPOSITIVE
	POWER
	9
	986,480
	10 SHARED
	DISPOSITIVE
	POWER

0  
 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED  
 BY EACH REPORTING  
 PERSON

11

986,480  
 CHECK BOX IF THE  
 AGGREGATE  
 AMOUNT IN ROW  
 (11) EXCLUDES  
 CERTAIN SHARES

12

PERCENT OF CLASS  
 REPRESENTED BY  
 AMOUNT IN ROW (11)

13

10.5%  
 TYPE OF REPORTING  
 PERSON

14

IA

- 2 -

NAME OF REPORTING  
PERSONS

1

Hershey strategic capital, lp

CHECK THE  
APPROPRIATE  
BOX IF A

2

MEMBER OF A (a)  
GROUP (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

6

CITIZENSHIP OR PLACE  
OF ORGANIZATION

	UNITED STATES	
	SOLE	
	VOTING	
	POWER	
	7	
		986,480
NUMBER OF	SHARED	
	VOTING	
SHARES	POWER	
	8	
	BENEFICIALLY	
OWNED BY	0	
EACH	SOLE	
REPORTING	DISPOSITIVE	
PERSON	POWER	
	9	
WITH		986,480
		SHARED
		DISPOSITIVE
	10	POWER

	0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

	986,480
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

10.5%  
TYPE OF REPORTING  
PERSON

14

PN

- 3 -



NAME OF REPORTING  
PERSONS

1

Hershey Strategic Capital GP,  
LLC

CHECK THE  
APPROPRIATE  
BOX IF A

2

MEMBER OF A (a)  
GROUP (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

	7	SOLE VOTING POWER
NUMBER OF SHARES	8	986,480 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9	0 SOLE DISPOSITIVE POWER
	10	986,480 SHARED DISPOSITIVE POWER

11	0	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
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12	986,480	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
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13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
----	--	--

10.5%

TYPE OF REPORTING

PERSON

14

PN

- 4 -

**Item 1. Security and Issuer.**

There is no change to the information set forth in Item 1 of the previously filed Schedule 13D.

**Item 2. Identity and Background.**

There is no change to the information set forth in Item 2 of the previously filed Schedule 13D, other than as follows:

(b) The principal office and business address of the Reporting Persons is 6 Pompano Road, Rumson, NJ 07760.

**Item 3. Source and Amount of Funds or Other Consideration.**

There is no change to the information set forth in Item 2 of the previously filed Schedule 13D.

**Item 4. Purpose of Transaction.**

There is no change to the information set forth in Item 4 of the previously filed Schedule 13D.

**Item 5. Interest in Securities of the Issuer.**

(a) As of the date hereof, the Reporting Persons beneficially own 986,480 shares of Common Stock, representing 10.5% of the outstanding shares of Common Stock (based upon 9,428,472 shares of Common Stock outstanding as of September 15, 2017, as reported in the Issuer's Annual Report on Form 10-K for the year ended June 30, 2017).

(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) No transactions in the Common Stock were effected by the Reporting Persons since the most recently filed Schedule 13D, except on October 6, 2017, Hershey Strategic Capital, LP distributed 537,000 shares of Common Stock to its limited partners and exercised warrants to purchase 62,500 shares of Common Stock at an exercise price of \$0.01 per share.

(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 previously filed Schedule 13D.

**Item 7.**

**Materials to be Filed as Exhibits.**

There is no change to the information set forth in Item 7 of the previously filed Schedule 13D.

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: October 10, 2017

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