

RELIABILITY INC
Form 4/A
October 07, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Eberwein Jeffrey E.

2. Issuer Name and Ticker or Trading Symbol
RELIABILITY INC [RLBY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
53 FOREST AVENUE, 1ST FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2014

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

OLD GREENWICH, CT 06870

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
09/02/2014

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock ⁽¹⁾					6,786,588 ⁽⁴⁾	I	By: Jeffrey E. Eberwein Revocable Trust ⁽²⁾
Common Stock ⁽¹⁾					3,401,360 ⁽⁴⁾	I	By: Lone Star Value Investors, LP ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eberwein Jeffrey E. 53 FOREST AVENUE, 1ST FLOOR OLD GREENWICH, CT 06870		X		
Lone Star Value Investors LP 53 FOREST AVENUE, 1ST FLOOR OLD GREENWICH, CT 06870		X		
Lone Star Value Investors GP LLC 53 FOREST AVENUE, 1ST FLOOR OLD GREENWICH, CT 06870		X		
Lone Star Value Management LLC 53 FOREST AVENUE, 1ST FLOOR OLD GREENWICH, CT 06870		X		

Signatures

/s/ Jeffrey E. Eberwein	10/07/2014
__Signature of Reporting Person	Date
Lone Star Value Investors, LP; By: Lone Star Value Investors GP, LLC; By: /s/ Jeffrey E. Eberwein, Authorized Signatory	10/07/2014
__Signature of Reporting Person	Date
Lone Star Value Investors GP, LLC; By: /s/ Jeffrey E. Eberwein, Authorized Signatory	10/07/2014
__Signature of Reporting Person	Date

Lone Star Value Management, LLC; By: /s/ Jeffrey E. Eberwein, Authorized Signatory

10/07/2014

____Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- This Form 4 is filed jointly by Lone Star Value Investors, LP ("Lone Star Value Investors"), Lone Star Value Investors GP, LLC ("Lone Star Value GP"), Lone Star Value Management, LLC ("Lone Star Value Management") and Jeffrey E. Eberwein (collectively, the "Reporting Persons"). Each Reporting Person is a member of a reporting group that owns in the aggregate more than 10% of the Issuer's outstanding shares of Common Stock. Each Reporting Person disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.
- (1) Shares of Common Stock held in the Jeffrey E. Eberwein Revocable Trust (the "Eberwein Trust"). Mr. Eberwein, as the trustee of the Eberwein Trust, may be deemed the beneficial owner of the shares of Common Stock held in the Eberwein Trust.
 - (2) Shares of Common Stock owned directly by Lone Star Value Investors. Lone Star Value GP, as the general partner of Lone Star Value Investors, may be deemed the beneficial owner of the shares of Common Stock owned by Lone Star Value Investors. Lone Star Value Management, as the investment manager of Lone Star Value Investors, may be deemed the beneficial owner of the shares of Common Stock owned by Lone Star Value Investors. Mr. Eberwein, as the manager of Lone Star Value GP and sole member of Lone Star Value Management, may be deemed the beneficial owner of the shares of Common Stock owned by Lone Star Value Investors.
 - (3) The original Form 4 filed on September 2, 2014 incorrectly reported a transaction contemplating the transfer of 6,786,588 shares of Common Stock to Lone Star Value Investors from the Eberwein Trust on August 29, 2014. The contribution agreement was rescinded and void ab initio. All shares of Common Stock contemplated to be transferred by the agreement remain the sole shares of the Eberwein Trust.
 - (4)

Remarks:

The original Form 4 filed on September 2, 2014 incorrectly reported a transaction contemplating the transfer of 6,786,588 shares of Common Stock to Lone Star Value Investors from the Eberwein Trust on August 29, 2014. The contribution agreement was rescinded and void ab initio. All shares of Common Stock contemplated to be transferred by the agreement remain the sole shares of the Eberwein Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.