

Hershey Strategic Capital, LP
 Form 4
 August 04, 2017

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 *
 Hershey Strategic Capital, LP

2. Issuer Name and Ticker or Trading Symbol
 PRECISION OPTICS CORPORATION, INC. [PEYE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 6 POMPARO ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/03/2017

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

RUMSON, NJ 07760

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	1,460,980	I	See Footnote (1)

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

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SEC 1474 (9-02)

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Warrants	\$ 0.4 ⁽²⁾	08/03/2017		J ⁽³⁾	62,500	10/02/2017	10/16/2017	Common Stock	62,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hershey Strategic Capital, LP 6 POMPANO ROAD RUMSON, NJ 07760		X		
HERSHEY MANAGEMENT I, LLC. 6 POMPANO ROAD RUMSON, NJ 07760		X		
HERSHEY STRATEGIC CAPITAL GP, LLC 6 POMPANO ROAD RUMSON, NJ 07760		X		

Signatures

/s/ Adam Hershey, Authorized Signatory 08/03/2017

**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 being filed on behalf of Hershey Strategic Capital, LP, Hershey Management I, LLC and Hershey Strategic Capital GP, LLC. Hershey Strategic Capital, LP owns all of the 1,460,980 shares of Common Stock and 62,500 Warrants directly. Hershey Management I, LLC is the investment advisor of Hershey Strategic Capital, LP and disclaims beneficial ownership in such shares.
- (1) Hershey Strategic Capital GP, LLC is the general partner of Hershey Strategic Capital, LP and disclaims beneficial ownership in such shares except to the extent of its pecuniary interest in such shares. As the investment advisor, Hershey Management I, LLC has the voting and dispositive power with respect to all of the 1,460,980 shares of Common Stock. Accordingly, the ownership form of the shares for Hershey Management I, LLC and Hershey Strategic Capital GP, LLC is indirect.
 - (2) The exercise price of the warrant is subject to reduction in the event the Issuer fails to meet certain financial benchmarks during the fiscal year ended June 30, 2017.
 - (3) The Warrants were acquired on November 22, 2016; however, pursuant to the terms of the Warrants, they are not exercisable until October 2, 2017. The Reporting Persons are filing this Form 4 at this time because the Warrants became exercisable within 60 days on

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August 3, 2017.

- (4) The Warrants were acquired as part of a Unit. Each Unit consisted on one share of Common Stock and a Warrant to acquire one-half share of Common Stock. The price of each Unit was \$.60

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

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