

ENCISION INC
Form SC 13D/A
March 08, 2017

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

Schedule 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(a)

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Encision Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

29254Q104

(CUSIP Number)

Timothy J. Wynne

1625 South Tacoma Way

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Tacoma, WA 98409

253-709-2984

With a Copy to:

David E. Myre, Jr.

Hillis Clark Martin & Peterson P.S.

999 Third Ave., Suite 4600

Seattle, WA 98104

206-623-1745

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

March 7, 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.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 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).

1 NAME OF REPORTING PERSON

Timothy J. Wynne

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

581,142

REPORTING **9** SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

581,142
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

581,142
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

5.4%
14 TYPE OF REPORTING PERSON

IN

1 NAME OF REPORTING PERSON

Brett M. Telford

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

6 CITIZENSHIP OR PLACE OR ORGANIZATION

Australia

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY **8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING **9** SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

581,142
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

581,142
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

5.4%
14 TYPE OF REPORTING PERSON

IN

This Amendment No. 3 (this Amendment No. 3) amends and supplements the Statement of Beneficial Ownership on Schedule 13D originally filed with the Securities and Exchange Commission on December 27, 2016 by Timothy J. Wynne and Brett M. Telford, as amended by that Amendment No. 1 filed with the Securities and Exchange Commission on January 19, 2017 by Timothy J. Wynne and Brett M. Telford, and as further amended by that Amendment No. 2 filed with the Securities and Exchange Commission on February 13, 2017 by Timothy J. Wynne and Brett M. Telford, with regards to the Common Stock of Encision Inc. (as amended, the Statement). Capitalized terms used but not defined in this Amendment No. 3 shall have the meanings given to them in the Statement.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Statement is hereby amended and supplemented by adding the following:

In a phone conversation on March 3, 2017, Gregory Trudel (Trudel), the President and CEO of the Company, informed the Reporting Persons that the board of directors of the Company was not willing to provide the Reporting Persons with certain due diligence materials and access to observe the Company's operations as requested by the Reporting Persons in order to facilitate the Proposed Transaction.

As a result of the board's decision, the Reporting Persons sent a letter to Trudel dated March 7, 2017 (the March 7 Letter). A copy of the March 7 Letter is filed as Exhibit 99.5 to this Amendment No. 3 and incorporated herein by this reference.

ITEM 7. MATERIAL TO BE FILED AS AN EXHIBIT

Item 7 is amended and supplemented by adding the following exhibit:

Exhibit 99.5 Letter from the Reporting Persons to Gregory Trudel dated March 7, 2017.

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: March 8, 2017

/s/ Timothy J. Wynne
Timothy J. Wynne

/s/ Brett M. Telford
Brett M. Telford

EXHIBIT INDEX

Exhibit

Description

Exhibit 99.5 Letter from the Reporting Persons to Gregory Trudel dated March 7, 2017.