

O'CONNELL MICHAEL

Form 4

December 12, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Vizi Bradley

(Last) (First) (Middle)

C/O HARVEST FINANCIAL
CORPORATION, 1600
BENEDUM-TREES BLDG. 223
FOURTH AVE.

(Street)

PITTSBURGH, PA 15222

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RCM TECHNOLOGIES INC
[RCMT]

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☐ Form filed by One Reporting Person
☒ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.05 par value ⁽¹⁾	12/08/2017		A	5,839	A \$ 6.85 ⁽⁵⁾	37,378 ⁽⁶⁾	D ⁽⁴⁾
Common Stock, \$0.05 par value ⁽¹⁾					2,055,065	I	See footnotes ⁽²⁾ ⁽⁴⁾
					266,074	I	

Common
Stock,
\$0.05 par
value (1)

See
footnotes
(3) (4)

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

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(9-02)

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 Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vizi Bradley C/O HARVEST FINANCIAL CORPORATION 1600 BENEDUM-TREES BLDG. 223 FOURTH AVE. PITTSBURGH, PA 15222	X	X		
IRS Partners No. 19, L.P. 515 S. FIGUEROA STREET SUITE 1050 LOS ANGELES, CA 90071		X		
M2O, Inc. 515 S. FIGUEROA STREET SUITE 1050 LOS ANGELES, CA 90071		X		
		X		

O'CONNELL MICHAEL
515 S. FIGUEROA STREET
SUITE 1050
LOS ANGELES, CA 90071

Leonetti/O'Connell Family Foundation
515 S. FIGUEROA STREET
SUITE 1050
LOS ANGELES, CA 90071

Michael F. O'Connell & Margo L. O'Connell Revocable Trust
515 S. FIGUEROA STREET
SUITE 1050
LOS ANGELES, CA 90071

X

X

Signatures

IRS PARTNERS NO. 19, L.P.; By: M2O, Inc., its General Partner; By: /s/Bradley S. Vizi as Attorney-in-Fact for Michael O'Connell, Chief Executive Officer

12/12/2017

__Signature of Reporting Person

Date

/s/ Bradley S. Vizi

12/12/2017

__Signature of Reporting Person

Date

M2O, INC.; By: /s/ Bradley S. Vizi as Attorney-in-Fact for Michael O'Connell, Chief Executive Officer

12/12/2017

__Signature of Reporting Person

Date

The Leonetti/O'Connell Family Foundation; By: /s/ Bradley S. Vizi as Attorney-in-Fact for Michael O'Connell, Secretary, Chief Financial Officer and Director

12/12/2017

__Signature of Reporting Person

Date

The Michael F. O'Connell and Margo L. O'Connell Revocable Trust; By: /s/Bradley S. Vizi as Attorney-in-Fact for Michael O'Connell, Trustee

12/12/2017

__Signature of Reporting Person

Date

/s/Bradley S. Vizi as Attorney-in-Fact for Michael O'Connell

12/12/2017

__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).

(1) This Form 4 is being filed jointly by the reporting persons identified herein (each a "Reporting Person" and collectively, the "Reporting Persons"). Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns 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.

(2) IRS Partners No. 19, L.P., a Delaware limited partnership ("IRS 19"), directly owns these shares of common stock ("Common Stock") of RCM Technologies, Inc. (the "Issuer"). M2O, Inc., a California corporation ("M2O"), is the general partner of IRS 19. The Michael F. O'Connell and Margo L. O'Connell Revocable Trust (the "Trust") is the sole voting shareholder of M2O and Michael O'Connell, an individual, controls all investment decisions with respect to the Trust. IRS 19, M2O, the Trust and Mr. O'Connell may therefore be deemed to have shared voting and dispositive power over the Common Stock owned by IRS 19.

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- The Leonetti/O'Connell Family Foundation, a Delaware non-profit corporation (the "Foundation"), directly owns these shares. The investment decisions of the Foundation are controlled by Mr. O'Connell (Mr. O'Connell, collectively with IRS 19, the Foundation, M2O and the Trust, the "O'Connell Entities") and by virtue of such relationship, the Foundation and Mr. O'Connell may be deemed to
- (3) have shared voting and dispositive power over the Common Stock owned by the Foundation. IRS 19, M2O and the Trust disclaim beneficial ownership of the Common Stock of the Issuer owned by the Foundation except to the extent of their pecuniary interest therein. The Foundation disclaims beneficial ownership of the shares of Common Stock of the Issuer owned by IRS 19 except to the extent of its pecuniary interest therein.
- IRS 19 and the Foundation have each entered into an investment advisory agreement with Harvest Financial Corporation ("Harvest"), pursuant to which Bradley Vizi ("Mr. Vizi") on behalf of Harvest, exclusively manages IRS 19's and the Foundation's investment in the
- (4) Issuer and has certain discretion with respect to purchase and sales of Common Stock of the Issuer. As a result, Harvest and Mr. Vizi may be deemed to have shared dispositive power with respect to the shares held by IRS 19 and the Foundation. Harvest and Mr. Vizi each disclaims beneficial ownership of shares of Common Stock of the Issuer owned by each other except to the extent of his or its pecuniary interest therein.
- (5) Granted in the form of restricted stock units (RSUs) as compensation for service on the Board of Directors. The RSUs will vest on December 8, 2018.
- (6) Includes 6,250 RSUs that vested on 12/27/16 and 8,000 RSUs that vested on 12/3/16.

Remarks:

Effective with the termination of that certain investment advisory agreement dated October 5, 2012 among Legion Partners As

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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