

PRECISION OPTICS Corp INC
 Form 3
 July 14, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Hershey Strategic Capital, LP (Last) (First) (Middle) 888 7TH AVENUE,Â 17TH FLOOR (Street) NEW YORK,Â NYÂ 10019 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/02/2014	3. Issuer Name and Ticker or Trading Symbol PRECISION OPTICS Corp INC [PEYE]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,166,667	I	See Footnote ⁽¹⁾

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hershey Strategic Capital, LP 888 7TH AVENUE 17TH FLOOR NEW YORK, NY 10019	^	^ X	^	^
HERSHEY MANAGEMENT I, LLC. 888 7TH AVENUE 17TH FLOOR NEW YORK, NY 10019	^	^ X	^	^
HERSHEY STRATEGIC CAPITAL GP, LLC 888 7TH AVENUE 17TH FLOOR NEW YORK, NY 10019	^	^ X	^	^

Signatures

/s/ Adam Hershey, Authorized
Signatory

07/11/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 3 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 1,166,667 shares of Common Stock directly. Hershey Management I, LLC is the investment advisor of Hershey Strategic Capital, LP and disclaims beneficial ownership in such shares. Hershey Strategic Capital GP,

- (1) 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 1,166,667 shares of Common Stock. Accordingly, the ownership form of the shares for Hershey Management I, LLC and Hershey Strategic Capital GP, LLC is indirect.

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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