

Hershey Strategic Capital, LP  
 Form 4  
 October 10, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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)  
 10/06/2017

\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4) |   |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |                  |
| Common Stock                    | 10/06/2017                           |  | J <sup>(2)</sup>               | 537,000   | D   | \$ 0   | 923,980   | I | See Footnote (1) |
| Common Stock                    | 10/06/2017                           |  | X                              | 62,500  | A   | \$ 0.01  | 986,480   | I | See Footnote (1) |

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 displays a currently valid OMB control number.**

SEC 1474 (9-02)

Edgar Filing: Hershey Strategic Capital, LP - Form 4

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Warrants                                   | \$ 0.01  | 10/06/2017                           |  | X                              | 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<br>6 POMPANO ROAD<br>RUMSON, NJ 07760     |               | X         |         |       |
| HERSHEY MANAGEMENT I, LLC.<br>6 POMPANO ROAD<br>RUMSON, NJ 07760        |               | X         |         |       |
| HERSHEY STRATEGIC CAPITAL GP, LLC<br>6 POMPANO ROAD<br>RUMSON, NJ 07760 |               | X         |         |       |

## Signatures

/s/ Adam Hershey, Authorized Signatory 10/10/2017

\*\*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 securities 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, LLC is the general partner of

(1) 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 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 537,000 shares of Common Stock were distributed to limited partners of Hershey Strategic Capital, LP.

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

## Edgar Filing: Hershey Strategic Capital, LP - Form 4

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.