

RCM TECHNOLOGIES INC

Form 4

December 15, 2015

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 *
IRS Partners No. 19, L.P.

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/11/2015

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

515 S. FIGUEROA
STREET, SUITE 1050

(Street)

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

LOS ANGELES, CA 90071

(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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.05 par value ⁽¹⁾	12/11/2015		P		63,590	A	\$ 5.42	2,054,965	I	See footnotes ⁽²⁾ ⁽⁴⁾
Common Stock, \$0.05 par value ⁽¹⁾	12/14/2015		P		100	A	\$ 5.52	2,055,065	I	See footnotes ⁽²⁾ ⁽⁴⁾
Common Stock, \$0.05 par								266,074	I	See footnotes ⁽³⁾ ⁽⁴⁾

value ⁽¹⁾Common
Stock,
\$0.05 par
value ⁽¹⁾11,000 ⁽⁵⁾ D ⁽⁴⁾Common
Stock,
\$0.05 par
value ⁽¹⁾22,000 D ⁽⁴⁾

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)

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
IRS Partners No. 19, L.P. 515 S. FIGUEROA STREET SUITE 1050 LOS ANGELES, CA 90071	X
Vizi Bradley 9401 WILSHIRE BOULEVARD, SUITE 705 BEVERLY HILLS, CA 90212	X X
M2O, Inc. 515 S. FIGUEROA STREET	X

SUITE 1050
LOS ANGELES, CA 90071

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

X

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

X

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

X

Legion Partners Asset Management, LLC
9401 WILSHIRE BOULEVARD, SUITE 705
BEVERLY HILLS, CA 90212

X

Kiper Christopher S
9401 WILSHIRE BOULEVARD, SUITE 705
BEVERLY HILLS, CA 90212

X

Signatures

/s/ Bradley Vizi

12/15/2015

__Signature of Reporting Person

Date

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

12/15/2015

__Signature of Reporting Person

Date

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

12/15/2015

__Signature of Reporting Person

Date

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

12/15/2015

__Signature of Reporting Person

Date

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

12/15/2015

__Signature of Reporting Person

Date

Legion Partners Asset Management, LLC; By /s/ Bradley Vizi, Managing Director

12/15/2015

__Signature of Reporting Person

Date

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

12/15/2015

__Signature of Reporting Person

Date

/s/ Christopher Kiper

12/15/2015

__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 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

- (1) 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.

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.

- (2) 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.

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 have

(3) 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 Legion Partners Asset Management, LLC, a Delaware limited liability company ("Legion Partners"), pursuant to which Christopher Kiper ("Mr. Kiper") and Bradley Vizi ("Mr.

- (4) Vizi") on behalf of Legion Partners, exclusively manage IRS 19's and the Foundation's investment in the Issuer and have certain discretion with respect to purchase and sales of Common Stock of the Issuer. As a result, Legion Partners, Mr. Kiper and Mr. Vizi may be deemed to have shared dispositive power with respect to the shares held by IRS 19 and the Foundation. Legion Partners, Mr. Kiper 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. Mr. Kiper directly owns 22,000 shares of Common Stock of the Issuer and Mr. Vizi directly owns 11,000 shares of Common Stock of the Issuer.

- (5) Includes 10,000 shares of common stock issued on December 3, 2015 upon the accelerated vesting of certain restricted stock units granted on December 11, 2014 to Mr. Vizi as compensation for his service on the Board.

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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