

SUTRON CORP
Form 4/A
May 06, 2014

FORM 4

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

OMB APPROVAL

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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 *
Perlus Microcap Fund L.P.

(Last) (First) (Middle)

TEMPLAR HOUSE, DON
ROAD, ST. HELIER

(Street)

JERSEY, X0 JE1 2TR

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SUTRON CORP [STRN]

3. Date of Earliest Transaction
(Month/Day/Year)
04/17/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
04/30/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock						619,483	D <u>(1)</u>
Common Stock	04/17/2014		J	151	A	\$ 5.2	619,634 D <u>(1)</u>
Common Stock						16,423	I (2) <u>(2)</u>
Common Stock	05/28/2014		J	2,680	A	\$ 5.25	19,103 I (2) <u>(2)</u>

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 (Instr. 5)
				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
Perlus Microcap Fund L.P. TEMPLAR HOUSE, DON ROAD ST. HELIER JERSEY, X0 JE1 2TR		X		
PERLUS Ltd 5TH FLOOR 37 ESPLANADE ST HELIER ST HELIER CHANNEL ISLANDS, Y9 JE1 2T4		X		
PERLUS INVESTMENT MANAGEMENT LLP PLEGDON LODGE BISHIOP'S STORTFORD, X0 CM22 B6N		X		

Signatures

/s/ Jim Boucherat 05/06/2014

**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) The Perlus Microcap Fund L.P. is the beneficial owner of the shares of common stock of Sutron Corporation (the "Shares"). Perlus Limited, the general partner of The Perlus Microcap Fund L.P., exercises sole voting power and shares dispositive control over the Shares with Perlus Investment Management LLP. Each of Perlus Limited and Perlus Investment Management LLP disclaims beneficial ownership of the Shares, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that either Perlus Limited or Perlus Investment Management is a beneficial owner of the Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or any other purpose.
- (2) Perlus Investment Management LLP holds these shares in a managed account on behalf of its client. Perlus Investment Management LLP generates performance fees on this managed account and is deemed to have indirect pecuniary interest in these shares. Perlus Microcap Fund L.P., Perlus Limited and Perlus Investment Management LLP disclaim any beneficial ownership of these shares.

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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