PRECISION OPTICS CORPORATION, INC.

Form 4

December 23, 2016

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

SECURITIES

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * Hershey Strategic Capital, LP

(First)

(Street)

(State)

(Middle)

(Zip)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PRECISION OPTICS CORPORATION, INC. [PEYE]

(Check all applicable)

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

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

6 POMPANO ROAD

12/22/2016

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

RUMSON, NJ 07760

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities Acquired (A) 5. Amount of Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Beneficially Owned Following

6. Ownership Form: Direct (D) or Indirect (I)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or Code V Amount (D)

Transaction(s) (Instr. 3 and 4)

Reported

(Instr. 4)

See Footnote

(2)

Common 12/22/2016 Stock

P 25,980

0.5992 1,460,980 (1)

Price

A

I

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Ziicicisaoie	2		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Hershey Strategic Capital, LP 6 POMPANO ROAD RUMSON, NJ 07760		X				
HERSHEY MANAGEMENT I, LLC. 6 POMPANO ROAD RUMSON, NJ 07760		X				
HERSHEY STRATEGIC CAPITAL GP, LLC 6 POMPANO ROAD RUMSON, NJ 07760		X				
Signatures						

Signatures

/s/ Adam Hershey, Authorized Signatory 12/23/2016

**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 transaction was executed in multiple trades at prices ranging from \$0.59 to \$0.60. The price reported above reflects the weighted

 (1) average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
 - 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 1,460,980 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,
- (2) 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 1,460,980 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.

Reporting Owners 2

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