

MULTIBAND CORP
Form SC 13D/A
April 16, 2013
CUSIP No. 62544X209

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Multiband Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

62544X209

(CUSIP Number)

RED OAK PARTNERS, LLC

Attn: David Sandberg

304 Park Avenue South, 11th Floor

Edgar Filing: MULTIBAND CORP - Form SC 13D/A

New York, NY 10010

(212) 614-8952

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

April 12, 2013

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 62544X209

1 NAME OF REPORTING PERSONS

Red Oak Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

| | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| | 8 | SHARED VOTING POWER |
| SHARES | | 1,683,883 |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER |
| OWNED BY | 10 | SHARED DISPOSITIVE POWER |
| | | 1,683,883 |
| EACH | | |

REPORTING

PERSON

WITH:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,683,883

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.74%¹

14 TYPE OF REPORTING PERSON (See Instructions)

OO

¹ Based on 21,788,834 shares of common stock outstanding at March 11, 2013, as reported by the Company on its Form 10-K filed with the United States Securities and Exchange Commission on April 1, 2013.

CUSIP No. 62544X209

1 NAME OF REPORTING PERSON

The Red Oak Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| | 8 | SHARED VOTING POWER |
| SHARES | | 1,038,764 |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER |
| OWNED BY | 10 | SHARED DISPOSITIVE POWER |
| | | 1,038,764 |
| EACH | | |

REPORTING

PERSON

WITH:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,038,764

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.39%¹

14 TYPE OF REPORTING PERSON (See Instructions)

PN

CUSIP No. 62544X209

1 NAME OF REPORTING PERSON

Pinnacle Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Colorado

| | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | 8 | SHARED VOTING POWER |
| | | 645,119 |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER |
| OWNED BY | 10 | SHARED DISPOSITIVE POWER |
| | | 645,119 |
| EACH | | |

REPORTING

PERSON

WITH:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

645,119

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.35%¹

14 TYPE OF REPORTING PERSON (See Instructions)

OO

CUSIP No. 62544X209

1 NAME OF REPORTING PERSON

Pinnacle Fund, LLLP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Colorado

| | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| | 8 | SHARED VOTING POWER |
| SHARES | | 645,119 |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER |
| OWNED BY | 10 | SHARED DISPOSITIVE POWER |
| | | 645,119 |
| EACH | | |

REPORTING

PERSON

WITH:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

645,119

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.35%¹

14 TYPE OF REPORTING PERSON (See Instructions)

PN

1 NAME OF REPORTING PERSONS

David Sandberg

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

| | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | 8 | SHARED VOTING POWER |
| | | 1,683,883 |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER |
| OWNED BY | 10 | SHARED DISPOSITIVE POWER |

EACH 1,683,883

REPORTING

PERSON

WITH:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,683,883

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.74%¹

14 TYPE OF REPORTING PERSON (See Instructions)

IN

This Amendment No. 2 (Amendment No. 2) to Schedule 13D amends and supplements the statement on Schedule 13D originally filed by Red Oak Partners, LLC (the Reporting Persons) on August 10, 2012, as amended by amendment 1 (as amended, the Schedule 13D) relating to the common stock (the Common Stock) of Multiband Corporation, a Minnesota corporation (the Issuer). The principal executive offices of the Issuer are located at 5605 Green Circle Drive, New Hope, Minnesota 55428. Except as specifically amended and supplemented by this Amendment No. 2, all other provision of the Schedule 13D remain in full force and effect. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

The source of cash funds for the purchased securities was the working capital of the Funds, and the amount of funds totaled \$4,295,922.31.

Item 5. Interest in Securities of the Issuer.

(a)

The aggregate percentage of the Company's outstanding shares of Common Stock reported owned by each Reporting Person is based on 21,788,834 shares of common stock outstanding at March 11, 2013, as reported by the Company on its Form 10-K filed with the United States Securities and Exchange Commission on April 1, 2013. Each Reporting Person disclaims beneficial ownership with respect to any shares of Common Stock other than the shares owned directly and of record by such Reporting Person.

Red Oak Partners beneficially owns 1,683,883 shares of Common Stock, representing 8.74% of all the outstanding shares of Common Stock. The Funds are each controlled by Red Oak Partners. Therefore, Red Oak Partners may be deemed to beneficially own (i) the 1,038,764 shares of Common Stock held by the Red Oak Fund, and (ii) the 645,119 shares of Common Stock held by Pinnacle Fund.

Mr. Sandberg beneficially owns 1,683,883 shares of Common Stock, representing 8.74% of all the outstanding shares of Common Stock. Mr. Sandberg, as the managing member of Red Oak Partners may be deemed to beneficially own the 1,683,883 shares of Common Stock beneficially owned by Red Oak Partners through the Funds.

Red Oak Fund may be deemed to beneficially own 1,038,764 shares of Common Stock, representing 5.39% of all the outstanding shares of Common Stock. Pinnacle Fund may be deemed to beneficially own 645,119 shares of Common Stock, representing 3.35% of all the outstanding shares of Common Stock.

(b)

Each of Red Oak Partners and Mr. Sandberg may be deemed to have shared voting and dispositive power with respect to (i) the 1,038,764 shares of Common Stock held by the Red Oak Fund, and (ii) the 645,119 shares of Common Stock held by Pinnacle Fund. No Fund shares with any other Fund voting or dispositive power with respect to the shares such Fund beneficially owns.

(c)
 Transactions by the Reporting Persons effected in Common Stock that have taken place in the last sixty days:

| Trade Date | Fund Name | Txn Type | Quantity | Price Per Share |
|-------------------|------------------------|-----------------|-----------------|------------------------|
| 4/11/2013 | The Red Oak Fund, L.P. | Buy | 17,640 | 2.000 |
| 4/12/2013 | The Red Oak Fund, L.P. | Buy | 31,100 | 1.997 |
| 4/15/2013 | The Red Oak Fund, L.P. | Buy | 6,947 | 1.997 |

SIGNATURE

After reasonable inquiry and to best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 16, 2013

By:
/s/ David Sandberg

Name:
David Sandberg

RED OAK PARTNERS, LLC

By:
/s/ David Sandberg

Name:
David Sandberg

Title:
Managing Member

THE RED OAK FUND, L.P.

By:
RED OAK PARTNERS, LLC,

its general partner

By:
/s/ David Sandberg

Name:
David Sandberg

Title:
Managing Member

PINNACLE PARTNERS, LLC

By:
RED OAK PARTNERS, LLC,

its managing member

By:
/s/ David Sandberg

Name:
David Sandberg

Title:
Managing Member

PINNACLE FUND, LLLP

By:
PINNACLE PARTNERS, LLC,

its general partner

By:
/s/ David Sandberg

Name:
David Sandberg

Title:
Managing Member

Footnotes

1