

ISSUER DIRECT CORP
Form 4
August 27, 2015

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 *
Red Oak Partners, LLC

(Last) (First) (Middle)
1969 SW 17TH STREET
(Street)
BOCA RATON, FL 33486
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ISSUER DIRECT CORP [ISDR]

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2015

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

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/22/2015		C		73,976	A	\$ 3.99	288,686	I	By The Red Oak Long Fund, LP (1) (2) (3) (4) (5)
Common Stock	08/22/2015		C		175,467	A	\$ 3.99	464,153	I	By Pinnacle Opportunities Fund, LP. (1) (2) (3) (4) (5)
Common Stock	08/22/2015		C		168,269	A	\$ 3.99	632,422	I	By The Red Oak Fund, LP (1) (2) (3) (4) (5)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Red Oak Partners, LLC 1969 SW 17TH STREET BOCA RATON, FL 33486		X		
Sandberg David 1969 SW 17TH STREET BOCA RATON, FL 33486	X	X		

Signatures

On Behalf of Red Oak Partners, LLC: /s/David Sandberg 08/27/2015
 **Signature of Reporting Person Date

/s/ David Sandberg 08/27/2015
 **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).
- (1) On August 22, 2015, the Reporting Persons converted the entire remaining \$1,666,672 principal amount of 8% Convertible Subordinated Secured Promissory Notes due on August 22, 2015 (the "Convertible Notes") into an aggregate of 417,712 shares of Common Stock at a conversion price of \$3.99 per share. The Reporting Persons also hold 214,710 shares of Common Stock acquired on November 13, 2014

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by the voluntary conversion of \$833,328 Convertible Notes previously held. The calculation of percentage ownership is based on 2,338,832 shares of common stock outstanding at August 6, 2015, as reported by the Issuer on its Form 10-Q for the quarter ended June 30, 2015 (filed with the Securities and Exchange Commission on August 6, 2015), plus the 417,712 shares of Common Stock issued pursuant to the conversion on August 22, 2015. Each Reporting Person disclaims beneficial ownership with respect to any shares of Common Stock other than the shares that would be owned directly by such Reporting Person.

- (2) Red Oak Partners, LLC ("ROP") serves as the general partner of The Red Oak Fund, LP, a Delaware limited partnership (the "Fund"), the direct owner of the subject securities. David Sandberg is the managing member of ROP and the Fund's portfolio manager.

- ROP serves as a managing member of Pinnacle Capital Partners, LLC, a Florida limited liability company ("Pinnacle Partners"). Pinnacle Partners is the general partner of Pinnacle Opportunities Fund, LP, a Delaware limited partnership ("Pinnacle Fund"), the direct owner of the subject securities.

- (4) ROP serves as the general partner of The Red Oak Long Fund, LP, a Delaware limited partnership (the "Long Fund"), the direct owner of the subject securities. David Sandberg is the managing member of ROP and the Long Fund's portfolio manager.

- Each Reporting Person disclaims beneficial ownership of all securities reported herein, except to the extent of their pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the shares for purposes of Section 16 of the Securities and Exchange Act of 1934 or for any other purpose.

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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