

PERCEPTRON INC/MI
Form 4
July 19, 2016

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 *
Moab Capital Partners LLC

(Last) (First) (Middle)
15 EAST 62ND STREET
(Street)

NEW YORK, NY 10065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PERCEPTRON INC/MI [PRCP]

3. Date of Earliest Transaction
(Month/Day/Year)
07/15/2016

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) ___X___ Other (specify below)

See Footnote 1

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) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, \$0.01 par value ⁽¹⁾ | 07/15/2016 | | X | | 13,200 | A | \$ 5 | 791,762 | I | By Moab Partners, L.P. ⁽²⁾ |
| Common Stock, \$0.01 par value ⁽¹⁾ | 07/15/2016 | | X | | 800 | A | \$ 5 | 53,136 | I | By Managed Account of Moab Capital Partners, LLC ⁽³⁾ |

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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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Put Option (obligation to buy) ⁽¹⁾ | \$ 5 | 07/15/2016 | | X | 13,200 | ⁽⁴⁾ 07/15/2016 | Common Stock, \$0.01 par value 13,200 |
| Put Option (obligation to buy) ⁽¹⁾ | \$ 5 | 07/15/2016 | | X | 800 | ⁽⁴⁾ 07/15/2016 | Common Stock, \$0.01 par value 800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------|
| | Director | 10% Owner | Officer | Other |
| Moab Capital Partners LLC 15 EAST 62ND STREET NEW YORK, NY 10065 | | X | | See Footnote 1 |
| Moab Partners LP 15 EAST 62ND STREET NEW YORK, NY 10065 | | X | | See Footnote 1 |
| Rothenberg Michael 15 EAST 62ND STREET NEW YORK, NY 10065 | | X | | See Footnote 1 |

Signatures

| | |
|--|------------|
| Moab Partners, L.P., By: Moab Capital Partners, LLC, its Investment Adviser, By: /s/ Michael M. Rothenberg, Managing Director | 07/19/2016 |
| __Signature of Reporting Person | Date |
| Moab Capital Partners, LLC, By: /s/ Michael M. Rothenberg, Managing Director | 07/19/2016 |
| __Signature of Reporting Person | Date |
| /s/ Michael M. Rothenberg | 07/19/2016 |
| __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 Form 4 is filed jointly by Moab Capital Partners, LLC ("Moab LLC"), Moab Partners, L.P. ("Moab LP") and Michael M. Rothenberg (collectively, the "Reporting Persons"). As of June 28, 2016, each of the Reporting Persons may be deemed to be a member of a Section 13(d) group with each of Harbert Discovery Fund, LP, Harbert Discovery Fund GP, LLC, Harbert Fund Advisors, Inc.,
(1) Harbert Management Corporation, Jack Bryant, Kenan Lucas, and Raymond Harbert, which collectively beneficially owns more than 10% of the Issuer's outstanding shares of Common Stock. Each Reporting Person disclaims beneficial ownership of the securities 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 securities for purposes of Section 16 or for any other purpose.
(2) Securities owned by Moab LP. Each of Moab LLC, as the investment adviser of Moab LP, and Mr. Rothenberg, as the managing director of Moab LLC, may be deemed to be the beneficial owner of the securities owned by Moab LP.

Securities held in an account managed by Moab LLC (the "Managed Account"). Each of Moab LLC, as the investment adviser of the
(3) Managed Account, and Mr. Rothenberg, as the managing director of Moab LLC, may be deemed to be the beneficial owner of the securities held in the Managed Account.
(4) The put options were exercisable at any time.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.