

Edgar Filing: SMTC CORP - Form SC 13G/A

SMTC CORP
Form SC 13G/A
January 24, 2008

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3) *

SMTC Corporation

(Name of Issuer)

Common Stock, par value \$.01

(Title of Class of Securities)

832682207

(CUSIP Number)

December 28, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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).

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CUSIP No. 832682207

1. Names of Reporting Persons. The Red Oak Fund, LP

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I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)
 (a) []
 (b) []

3. SEC Use Only

4. Citizenship or Place of Organization Delaware

Number of Shares Bene- ficially owned by Each Reporting Person With:	5. Sole Voting Power	0
	6. Shared Voting Power	2,301,660
	7. Sole Dispositive Power	0
	8. Shared Dispositive Power	2,301,660

9. Aggregate Amount Beneficially Owned by Each Reporting Person 2,301,660

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
 (See Instructions) []

11. Percent of Class Represented by Amount in Row (9) 16.6%

12. Type of Reporting Person (See Instructions) PN

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CUSIP No. 832682207

1. Names of Reporting Persons. Red Oak Partners, LLC
 I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)
 (a) []
 (b) []

3. SEC Use Only

4. Citizenship or Place of Organization New York

Number of Shares Bene- ficially owned by Each Reporting Person With:	5. Sole Voting Power	0
	6. Shared Voting Power	2,301,660
	7. Sole Dispositive Power	0
	8. Shared Dispositive Power	2,301,660

9. Aggregate Amount Beneficially Owned by Each Reporting Person 2,301,660

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
 (See Instructions) []

11. Percent of Class Represented by Amount in Row (9) 16.6%

12. Type of Reporting Person (See Instructions) OO

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CUSIP No. 832682207

1. Names of Reporting Persons. David Sandberg
I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization United States

Number of	5. Sole Voting Power	0
Shares Bene-	6. Shared Voting Power	2,301,660
ficially owned	7. Sole Dispositive Power	0
by Each	8. Shared Dispositive Power	2,301,660
Reporting		
Person With:		

9. Aggregate Amount Beneficially Owned by Each Reporting Person 2,301,660

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)

11. Percent of Class Represented by Amount in Row (9) 16.6%

12. Type of Reporting Person (See Instructions) IN

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EXPLANATORY NOTE

This Amendment No. 3 to Schedule 13G (this "Statement") amends and restates in its entirety the Amendment No. 2 to Schedule 13G originally filed on January 7, 2008 by and on behalf of the Filers (as defined below). This Statement re-calculates the percentage of beneficial ownership based on the Issuer's outstanding shares of Common Stock, excluding "exchangeable shares," which generally vote together with the Issuer's shares of Common Stock.

This Statement is being filed to report information as of December 28, 2007, the date upon which the Filers' beneficial ownership of the Issuer's Common Stock exceeded 10%, and also to report information as of December 31, 2007. The information on the cover pages hereto is as of December 31, 2007.

Item 1.

- (a) The name of the issuer is SMTC Corporation (the "Issuer").
- (b) The principal executive office of the Issuer is located at 635 Hood Road, Markham, Ontario L3R 4N6.

Item 2.

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- (a) This statement (this "Statement") is being filed by (i) The Red Oak Fund, LP, a Delaware limited partnership (the "Fund"), (ii) Red Oak Partners, LLC, a Delaware limited liability company ("Red Oak Partners"), which serves as the general partner of the Fund, and (iii) David Sandberg, the controlling member of Red Oak Partners (collectively, the "Filers"). The Fund is a private investment vehicle formed for the purpose of investing and trading in a wide variety of securities and financial instruments. The Fund directly owns the shares reported in this Statement. Each Filer disclaims beneficial ownership with respect to any shares other than the shares owned directly by such Filer.
- (b) The principal business office of the Filers is 145 Fourth Avenue, Suite 15A, New York, New York 10003.
- (c) For citizenship information see Item 4 of the cover sheet of each Filer.
- (d) This Statement relates to the Common Stock of the Issuer.
- (e) The CUSIP Number of the Common Stock of the Issuer is 832682207.

Item 3. If this statement is filed pursuant to 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Not applicable.

Item 4. Ownership.

See Items 5-9 and 11 on the cover page for each Filer, which gives information as of December 31, 2007. The percentage ownership of each Filer is based on 13,854,799 shares of Common Stock, excluding 791,533 exchangeable shares, outstanding as of December 31, 2007, as reported to the Filers by the Issuer's Chief Financial Officer.

As of December 28, 2007, each Filer beneficially owned 2,277,760 shares of Common Stock of the Issuer, and the percentage of ownership of each Filer was 16.4%, based on 13,854,799 shares of Common Stock, excluding 791,533 exchangeable shares, outstanding as of December 28, 2007, as reported to the Filers by the Issuer's Chief Financial Officer.

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Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

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[].

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

(a) Not applicable.

(b) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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

Dated: January 23, 2008

/s/ David Sandberg

David Sandberg

Red Oak Partners, LLC

By: /s/ David Sandberg

David Sandberg, Managing Member

The Red Oak Fund, LP

By: Red Oak Partners, LLC,
General Partner

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By: /s/ David Sandberg

David Sandberg, Managing Member

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