

PRECISION OPTICS CORPORATION, INC.
 Form 4
 December 01, 2015

FORM 4

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

OMB APPROVAL

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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 *
 Hershey Strategic Capital, LP

2. Issuer Name and Ticker or Trading Symbol
 PRECISION OPTICS CORPORATION, INC. [PEYE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 888 7TH AVENUE, 17TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/30/2015

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

NEW YORK, NY 10019

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	11/30/2015		P		5,206	A		\$ 0.6224 (1)	1,209,186	I	See Footnote (3)
Common Stock	12/01/2015		P		43,794	A		\$ 0.6879 (2)	1,252,980	I	See Footnote (3)

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

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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 1,252,980 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,

- (3) 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 1,252,980 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.

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