

Sandberg David
Form 4
December 18, 2017

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

2. Issuer Name and Ticker or Trading Symbol
SMTC CORP [SMTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1441 BROADWAY, SUITE 5022
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2017

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

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

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

NEW YORK, NY 10018

(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	12/12/2017		M		15,038	A	\$ 1.33	678,919	I	By David Sandberg Directly ⁽⁷⁾
Common Stock	12/13/2017		P		12,221	A	\$ 1.6	587,626	I	By the Red Oak Long Fund LP directly ⁽²⁾ ⁽⁵⁾
Common Stock	12/13/2017		P		23,244	A	\$ 1.6	1,165,223	I	By the Red Oak Fund LP directly ⁽²⁾ ⁽⁴⁾ ⁽⁶⁾
								766,968	I	

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Common Stock						By Pinnacle Opportunities Fund, LP directly <u>(1)</u> <u>(2)</u>
Common Stock	66,603	I				By The Red Oak Institutional Founders Long Fund LP directly <u>(2)</u> <u>(3)</u>

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

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SEC 1474 (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 Security (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Unit	\$ 1.6	12/13/2017	12/13/2017	A	12,500		12/13/2018	12/13/2018	Common Stock	12
Restricted Stock Unit	\$ 1.33	12/12/2017	12/12/2017	M	15,038		12/12/2017	12/12/2017	Common Stock	15
Stock Options	\$ 1.8	12/11/2014	12/11/2014	A	20,230		12/11/2015	12/11/2024	Common Stock	20

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Red Oak Partners, LLC 1441 BROADWAY SUITE 5022 NEW YORK, NY 10018		X		
Sandberg David 1969 SW 17TH ST.	X	X		

BOCA RATON, FL 33486

Signatures

/s/ David
Sandberg

12/15/2017

__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).
- ROP serves as a managing member of Pinnacle Capital Partners, LLC, a Florida limited liability company ("Pinnacle Partners"). Pinnacle
- (1) Partners is the general partner of Pinnacle Opportunities Fund, LP, a Delaware limited partnership ("Pinnacle Fund"), the direct owner of the subject securities.
- Each Reporting Person disclaims beneficial ownership of all securities reported herein, except to the extent of their pecuniary interest
- (2) 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.
- ROP serves as the general partner of The Red Oak Institutional Founders Long Fund, LP, a Delaware limited partnership (the "Founders
- (3) Fund"), the direct owner of the subject securities. David Sandberg is the managing member of ROP and the Founders Fund's portfolio manager.
- (4) 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.
- (5) 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.
- These transactions were executed in multiple trades at prices ranging from \$1.59 to \$1.60. The price reported in Column 4 of Table I
- (6) reflects the weighted average purchase price. The reporting persons hereby undertake to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which each of the individual transactions was effected.
- (7) This transaction represents 15,038 of vested restricted stock units converted into common shares on December 12, 2017.

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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