

Edgar Filing: TUCOWS INC /PA/ - Form SC 13G/A

TUCOWS INC /PA/
Form SC 13G/A
January 31, 2018

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(AMENDMENT NO. 2)*

TUCOWS INC
(Name of Issuer)

Common Stock
(Title of Class of Securities)

898697206U
(CUSIP Number)

December 31, 2017
(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 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).

CUSIP NO. 898697206U

(1) NAMES OF REPORTING PERSONS
Pembroke Management, LTD

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

(3) SEC USE ONLY

Edgar Filing: TUCOWS INC /PA/ - Form SC 13G/A

(4) CITIZENSHIP OR PLACE OF ORGANIZATION Canada

NUMBER OF (5) SOLE VOTING POWER 406,984
SHARES -----
BENEFICIALLY (6) SHARED VOTING POWER 0
OWNED BY -----
EACH (7) SOLE DISPOSITIVE POWER 406,984
REPORTING -----
PERSON WITH (8) SHARED DISPOSITIVE POWER 0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
406,984

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES
[]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.85%

(12) TYPE OF REPORTING PERSON
IA

Item 1.

- (a) Name of Issuer:
TUCOWS INC
- (b) Address of Issuer's Principal Executive Offices:
96 Mowat Avenue, Toronto, Ontario, Canada M6K 3M1

Item 2.

- (a) Name of Person Filing:
Pembroke Management, LTD
- (b) Address of Principal Business Office or, if None, Residence:
1002 Sherbrooke Street West Suite 1700, Montreal QC
- (c) Citizenship: Canada
- (d) Title of Class of Securities: Common Stock
- (e) CUSIP Number: 898697206U

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b),
or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) [] Broker or dealer registered under Section 15 of the
Exchange Act.
- (b) [] Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) [] Insurance company as defined in Section 3(a)(19) of the
Exchange Act.
- (d) [] Investment company registered under Section 8 of the
Investment Company Act.
- (e) [x] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) [] An employee benefit plan or endowment fund in accordance with
Rule 13d-1(b)(1)(ii)(F);
- (g) [] A parent holding company or control person in accordance with
Rule 13d-1(b)(1)(ii)(G);
- (h) [] A savings association as defined in Section 3(b) of the
Federal Deposit Insurance Act;

Edgar Filing: TUCOWS INC /PA/ - Form SC 13G/A

- (i) [] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

- (a) Amount beneficially owned: 406,984
- (b) Percent of class: 3.85%
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote: 406,984
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of:
406,984
 - (iv) Shared power to dispose or to direct the disposition of:
0

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 []

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

Clients of Pembroke Management, LTD have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the common stock reported as beneficially owned by Pembroke Management, LTD. No client beneficially owns more than 5% of the issuer's common stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

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.

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.

Signature

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

Edgar Filing: TUCOWS INC /PA/ - Form SC 13G/A

Filer
Pembroke Management, LTD

By:
/s/ Michael McLaughlin

Name:
Michael McLaughlin

Title:
Partner

Date:
January 29, 2018

B>

SEC USE ONLY

(c)

Number of Shares
or Other Units
To Be Sold

(See Instr. 3 (c))

(d)

Aggregate
Market
Value

(See Instr. 3(d))

(e)

Number of Shares
or Other Units
Outstanding

(See Instr. 3(e))

(f)

Approximate Date of Sale

(See Instr. 3(f))
(MO. DAY YR.)

(g)

Name of Each
Securities
Exchange

(See instr. 3 g))

Broker-Dealer
File Number

Common

Fifth Third Bank
401 S. Fourth St.
Louisville, KY 40202

10,799

\$505,177.22
based on FMV on
8/4/08 of \$46.78

168,646,084
as of 8/4/08

August 5, 2008

NYSE

INSTRUCTIONS:

1. (a) Name of Issuer
(b) Issuer's I.R.S. Identification Number
(c) Issuer's S.E.C. file number, if any
(d) Issuer's address, including zip code
(e) Issuer's telephone number, including area code

3. (a) Title of the class of securities to be sold
(b) Name and Address of each broker through whom the securities are intended to be sold
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
(f) Approximate date on which the securities are to be sold
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

2. (a) Name of person for whose account the securities are to be sold
(b) Such person's I.R.S. identification number, if such person is an entity
(c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
(d) Such person's address, including zip code

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 control number.

SEC 1147 (01-07)

TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor.

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of the Person from Whom Acquired <i>(if gift, also give date donor acquired)</i>	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common	5/1/07	Stock Option	Issuer	5,799	5/1/07	Cash
Common	6/7/07	Exercise Stock Option Exercise	Issuer	5,000	6/7/07	Cash
INSTRUCTIONS:	If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.					

TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS (1)

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold(2)	Gross Proceeds

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the issuer of the securities to be sold which has not been publicly disclosed

August 5, 2008

DATE OF NOTICE

This notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.

Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

SEC 1147 (01/04)

the undersigned hereunto duly authorized.

The Walt Disney Company

By: /s/ Brent A. Woodford
Brent A. Woodford
Executive Vice President
Controllershship, Financial Planning and Tax
Dated: February 15, 2019