

NORTECH SYSTEMS INC

Form SC 13D/A

August 20, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)\*

Nortech Systems Incorporated

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

656553 104

(CUSIP Number)

Kyle S. Packer

1482 Aqua Vista Drive

Lawrenceburg, Indiana 47025

(513) 703-9311

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

Copies to:

Allison A. Westfall, Esq.

Keating Muething & Klekamp PLL

One East Fourth Street, Suite 1400

Cincinnati, Ohio 45202

(513) 579-6987

August 20, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\*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 disclosures provided in a prior cover page.

The information required on 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. 656553 104

NAME OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE  
 PERSONS (ENTITIES ONLY)

1

Kyle S. Packer  
 CHECK THE APPROPRIATE BOX IF A  
 MEMBER OF A GROUP\*

2

(a)  
 (b)

SEC USE ONLY

3

SOURCE OF FUNDS\*

4

PF  
 CHECK BOX IF DISCLOSURE OF LEGAL  
 PROCEEDINGS IS REQUIRED PURSUANT  
 TO ITEM 2(d) or  
 2(e)

5

CITIZENSHIP OR PLACE OF  
 ORGANIZATION

6

United States

7

SOLE  
 VOTING  
 POWER  
 8,700  
 SHARED  
 VOTING  
 POWER  
 0  
 SOLE  
 DISPOSITIVE  
 POWER  
 8,700  
 SHARED  
 DISPOSITIVE  
 POWER  
 0

NUMBER  
 OF  
 SHARES  
 BENEFICIALLY  
 OWNED  
 BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

8

9

10

AGGREGATE AMOUNT BENEFICIALLY  
 OWNED BY EACH REPORTING PERSON

11

8,700

CHECK BOX IF THE AGGREGATE AMOUNT  
 IN ROW (11) EXCLUDES  
 CERTAIN SHARES\*

12

13

PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (11)  
0.31%

TYPE OF REPORTING PERSON\*

14

IN

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CUSIP No. 656553 104

NAME OF REPORTING  
PERSONS  
I.R.S. IDENTIFICATION NOS.  
1 OF ABOVE PERSONS  
(ENTITIES ONLY)

Jason R. Herr  
2 CHECK THE APPROPRIATE  
BOX IF A MEMBER OF A  
GROUP\*

(a)  
(b)  
3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
PF  
CHECK BOX IF DISCLOSURE  
5 OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT  
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

United States

7 SOLE  
VOTING  
POWER  
35,000  
SHARED  
8 VOTING  
POWER  
0  
9 SOLE  
DISPOSITIVE  
POWER  
35,000  
10 SHARED  
DISPOSITIVE  
POWER  
0

NUMBER  
OF  
SHARES  
BENEFICIALLY  
OWNED  
BY  
EACH  
REPORTING  
PERSON  
WITH

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

35,000

12

CHECK BOX IF THE  
AGGREGATE AMOUNT IN  
ROW (11) EXCLUDES  
CERTAIN SHARES\*

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW (11)  
1.27%

14 TYPE OF REPORTING  
PERSON\*  
IN

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CUSIP No. 656553 104

NAME OF REPORTING  
PERSONS  
I.R.S. IDENTIFICATION NOS.  
1 OF ABOVE PERSONS  
(ENTITIES ONLY)

Paul B. Luber  
2 CHECK THE APPROPRIATE  
BOX IF A MEMBER OF A  
GROUP\*

(a)  
(b)  
3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
PF  
CHECK BOX IF DISCLOSURE  
5 OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT  
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

United States

7 SOLE  
VOTING  
POWER  
56,000  
SHARED  
8 VOTING  
POWER  
0  
9 SOLE  
DISPOSITIVE  
POWER  
56,000  
10 SHARED  
DISPOSITIVE  
POWER  
0

NUMBER  
OF  
SHARES  
BENEFICIALLY  
OWNED  
BY  
EACH  
REPORTING  
PERSON  
WITH

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

56,000

12

CHECK BOX IF THE  
AGGREGATE AMOUNT IN  
ROW (11) EXCLUDES  
CERTAIN SHARES\*

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW (11)  
2.04%

14 TYPE OF REPORTING  
PERSON\*  
IN

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CUSIP No. 656553 104

NAME OF REPORTING  
PERSONS  
I.R.S. IDENTIFICATION NOS.  
1 OF ABOVE PERSONS  
(ENTITIES ONLY)

Mutiny Fund I, LP  
2 CHECK THE APPROPRIATE  
BOX IF A MEMBER OF A  
GROUP\*

(a)  
(b)  
3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
PF  
CHECK BOX IF DISCLOSURE  
5 OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT  
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Delaware

7 SOLE  
VOTING  
POWER  
35,000  
SHARED  
8 VOTING  
POWER  
0  
9 SOLE  
DISPOSITIVE  
POWER  
35,000  
10 SHARED  
DISPOSITIVE  
POWER  
0

NUMBER  
OF  
SHARES  
BENEFICIALLY  
OWNED  
BY  
EACH  
REPORTING  
PERSON  
WITH

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

35,000

12



CHECK BOX IF THE  
AGGREGATE AMOUNT IN  
ROW (11) EXCLUDES  
CERTAIN SHARES\*

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW (11)  
1.27%

14 TYPE OF REPORTING  
PERSON\*  
OO

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CUSIP No. 656553 104

NAME OF REPORTING  
PERSONS  
I.R.S. IDENTIFICATION NOS.  
1 OF ABOVE PERSONS  
(ENTITIES ONLY)

Neal B. Jannol  
2 CHECK THE APPROPRIATE  
BOX IF A MEMBER OF A  
GROUP\*

(a)  
(b)  
3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
PF  
CHECK BOX IF DISCLOSURE  
5 OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT  
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

United States

7 SOLE  
VOTING  
POWER  
57,500  
SHARED  
8 VOTING  
POWER  
0  
9 SOLE  
DISPOSITIVE  
POWER  
57,500  
10 SHARED  
DISPOSITIVE  
POWER  
0

NUMBER  
OF  
SHARES  
BENEFICIALLY  
OWNED  
BY  
EACH  
REPORTING  
PERSON  
WITH

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

57,500

12 CHECK BOX IF THE  
AGGREGATE AMOUNT IN

ROW (11) EXCLUDES  
CERTAIN SHARES\*

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW (11)  
2.09%

14 TYPE OF REPORTING  
PERSON\*  
IN

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CUSIP No. 656553 104

NAME OF REPORTING  
PERSONS  
I.R.S. IDENTIFICATION NOS.  
1 OF ABOVE PERSONS  
(ENTITIES ONLY)

Garry Anderly  
2 CHECK THE APPROPRIATE  
BOX IF A MEMBER OF A  
GROUP\*

(a)  
(b)  
3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
PF  
CHECK BOX IF DISCLOSURE  
5 OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT  
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

United States

7 SOLE  
VOTING  
POWER  
25,855  
SHARED  
8 VOTING  
POWER  
0  
9 SOLE  
DISPOSITIVE  
POWER  
25,855  
10 SHARED  
DISPOSITIVE  
POWER  
0

NUMBER  
OF  
SHARES  
BENEFICIALLY  
OWNED  
BY  
EACH  
REPORTING  
PERSON  
WITH

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

25,855

12 CHECK BOX IF THE  
AGGREGATE AMOUNT IN

ROW (11) EXCLUDES  
CERTAIN SHARES\*

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW (11)  
0.94%

14 TYPE OF REPORTING  
PERSON\*  
IN

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CUSIP No. 656553 104

NAME OF REPORTING  
PERSONS  
I.R.S. IDENTIFICATION NOS.  
1 OF ABOVE PERSONS  
(ENTITIES ONLY)

Keith Pieper  
2 CHECK THE APPROPRIATE  
BOX IF A MEMBER OF A  
GROUP\*

(a)  
(b)  
3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
PF  
CHECK BOX IF DISCLOSURE  
5 OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT  
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

United States

7 SOLE  
VOTING  
POWER  
515  
SHARED  
8 VOTING  
POWER  
0  
9 SOLE  
DISPOSITIVE  
POWER  
515  
10 SHARED  
DISPOSITIVE  
POWER  
0

NUMBER  
OF  
SHARES  
BENEFICIALLY  
OWNED  
BY  
EACH  
REPORTING  
PERSON  
WITH  
11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

515  
12 CHECK BOX IF THE  
AGGREGATE AMOUNT IN

ROW (11) EXCLUDES  
CERTAIN SHARES\*

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW (11)  
0.02%

14 TYPE OF REPORTING  
PERSON\*  
IN

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Item 1. Security and Issuer

This Statement on Schedule 13D Amendment No. 3 ("Amendment") amends and restates the Schedule 13D filed June 24, 2015 (as amended by Amendment No. 1 filed on July 7, 2015, and as further amended by Amendment No. 2 filed on July 30, 2015, collectively the "Schedule 13D") by Kyle S. Packer, Jason R. Herr, Paul B. Luber and Mutiny Fund I, LP (collectively, the Original Reporting Persons") relating to the shares of the common stock, par value \$0.01 per share (the "Common Stock") of Nortech Systems Incorporated, a Minnesota corporation whose principal executive offices are located at 1120 Wayzata Blvd. E., Suite 201, Wayzata, Minnesota 55391 (the "Issuer"). The Original Reporting Persons as well as Neal B. Jannol, a United States citizen, Garry Anderly, a United States citizen, and Keith Pieper, a United States citizen, are each a "Reporting Person" and are collectively referred to herein as the "Reporting Persons". Unless otherwise indicated, all capitalized terms used herein shall have the meanings given to them in the Schedule 13D, and unless amended or supplemented hereby, all information previously filed remains in effect.

Item 2. Identity and Background

Item 2 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

(a)-(c) This Schedule 13D is being filed jointly by the following Reporting Persons:

Keith Pieper, a citizen of the United States of America, whose principal residence address is 3258 West Moore Road, Tucson, Arizona 85742 with a telephone number of (520) 219-8285. Mr. Pieper is retired from senior management at EMS Contract Manufacturers.

(f) Mr. Pieper is a citizen of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended and restated as follows:

The Reporting Persons acquired the combined 218,570 shares of the Issuer's Common Stock through open-market purchases using personal funds and, in the case of Mutiny Fund I, LP using personal funds of its limited partners.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

During the week of August 10th, 2015, Mr. Luber and Mr. Packer were contacted by Mr. Keith Pieper, a former executive with the Issuer who at the time was unaffiliated with the Original Reporting Persons. Mr. Pieper indicated that he had read the Schedule 13D filing and shared views similar to those expressed therein about the Issuer's performance. Mr. Pieper expressed a desire to assist the Original Reporting Person's efforts to effect change in the Issuer.

On August 18th, 2015, the Original Reporting Persons formally asked Mr. Pieper to join their Section 13(d) group. Mr. Pieper accepted this offer.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

(d) As of the date hereof, Keith Pieper may be deemed to be the beneficial owner of 515 shares of Common Stock, constituting 0.02%, based upon 2,746,325 shares outstanding as of the date hereof.

Item 7. Material to Be Filed as Exhibits

99.1 Joint Filing Agreement (incorporated by reference to the Schedule 13D filed by the Original Reporting Persons on June 24, 2015)

99.2 Power of Attorney for Kyle S. Packer (incorporated by reference to the Schedule 13D filed by the Original Reporting Persons on June 24, 2015)

99.3 Power of Attorney for Jason R. Herr (incorporated by reference to the Schedule 13D filed by the Original Reporting Persons on June 24, 2015)

99.3 Power of Attorney for Paul B. Luber (incorporated by reference to the Schedule 13D filed by the Original Reporting Persons on June 24, 2015)



- 99.4 Power of Attorney for Mutiny Fund I, LP (incorporated by reference to the Schedule 13D filed by the Original Reporting Persons on June 24, 2015)
- 99.5 Letter to Board of Directors and CEO of Nortech Systems Incorporated (incorporated by reference to the Schedule 13D filed by the Original Reporting Persons on June 24, 2015)
- 99.6 Restated Joint Filing Agreement (incorporated by reference to Amendment No. 1 to the Schedule 13D filed by the Original Reporting Persons and Neal B. Jannol on July 7, 2015)
- 99.7 Power of Attorney for Neal B. Jannol (incorporated by reference to Amendment No. 1 to the Schedule 13D filed by the Original Reporting Persons and Neal B. Jannol on July 7, 2015)
- 99.8 Second Restated Joint Filing Agreement (incorporated by reference to Amendment No. 2 to the Schedule 13D filed by the Original Reporting Persons and Garry Anderly on July 30, 2015)
- 99.9 Power of Attorney for Garry Anderly (incorporated by reference to Amendment No. 2 to the Schedule 13D filed by the Original Reporting Persons and Garry Anderly on July 30, 2015)
- 99.10 Power of Attorney for Keith Pieper (filed herewith)
- 99.11 Third Restated Joint Filing Agreement (filed herewith)
-

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.

KYLE S. PACKER

By: /s/ Kyle S. Packer  
Date: August 20, 2015

JASON R. HERR

By: /s/ Jason R. Herr  
Date: August 20, 2015

PAUL B. LUBER

By: /s/ Paul B. Luber  
Date: August 20, 2015

MUTINY FUND I, LP

By: Mutiny Capital, LLC  
Its: General Partner

By: /s/ Kyle S. Packer  
Its: Managing Member  
Date: August 20, 2015

NEAL B. JANNOL

By: /s/ Neal B. Jannol  
Date: August 20, 2015

GARRY ANDERLY

By: /s/ Garry Anderly  
Date: August 20, 2015

KEITH PIEPER

By: /s/ Keith Pieper  
Date: August 20, 2015

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.



