

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

COGNITRONICS CORP  
Form SC 13G/A  
December 20, 2006

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

SCHEDULE 13G  
(Rule 13d-102)

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

(Amendment No. 2)

Cognitronics Corporation

-----  
(Name of Issuer)

Common Stock, \$.20 par value per share

-----  
(Title of Class of Securities)

192432102

-----  
(CUSIP Number)

[ November 6, 2006 ]

-----  
(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)  
-----

CUSIP No. \_\_\_\_\_

13G

Page 2 of 9 Pages

-----  
1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Strategic Turnaround Equity Partners, LP (Cayman)  
-----

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

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(a)  (b)   
Joint Filer

-----  
3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands  
-----

NUMBER OF 5. SOLE VOTING POWER  
SHARES 0  
-----

BENEFICIALLY 6. SHARED VOTING POWER  
335,725  
-----

EACH 7. SOLE DISPOSITIVE POWER  
REPORTING 0  
-----

PERSON 8. SHARED DISPOSITIVE POWER  
WITH 335,725  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

335,725  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

[-]  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.05%  
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12. TYPE OF REPORTING PERSON\*

PN  
-----

CUSIP No. \_\_\_\_\_

13G

Page 3 of 9 Pages

-----  
1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Bruce Galloway ("Galloway")  
-----

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

(a)  (b)   
Joint Filer  
-----

3. SEC USE ONLY  
-----

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

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NUMBER OF	5.	SOLE VOTING POWER
SHARES		92,100
<hr/>		
BENEFICIALLY	6.	SHARED VOTING POWER
OWNED BY		463,832
<hr/>		
EACH	7.	SOLE DISPOSITIVE POWER
REPORTING		92,100
<hr/>		
PERSON	8.	SHARED DISPOSITIVE POWER
WITH		463,832

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

555,932 (1)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

[-]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.38%

12. TYPE OF REPORTING PERSON\*

IN

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(2) Reflects (i) 92,100 shares of the Common Stock are owned by Mr. Galloway, (ii) 4,000 shares of the Common Stock held by Mr. Galloway's child for which Mr. Galloway has the power to vote and dispose, (iii) 21,100 shares of the Common Stock are owned by RexonGalloway Capital Growth, an investment company in which Mr. Galloway is a 50% owner ("RexonGalloway") and for which Mr. Galloway retains full investment and voting discretion and (iv) 103,007 shares of the Common Stock are owned by Jacombs Investment Inc., which Mr. Galloway is an officer and primary shareholder and (v) 335,725 shares of Common Stock held by Strategic Turnaround Equity Partners, LP Cayman ("STEP"). Mr. Galloway is a managing member and the majority equity holder of Galloway Capital Management, LLC, the general partner of STEP. Mr. Galloway disclaims beneficial ownership of the shares of Common Stock directly beneficially owned by STEP (except for (i) indirect interests therein by virtue of being a member of Galloway Capital Management LLC, and (ii) the indirect interests of Mr. Galloway by virtue of being a limited partner of STEP).

CUSIP No. \_\_\_\_\_

13G

Page 4 of 9 Pages

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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Gary Herman ("Herman")

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

(a)  (b)   
Joint Filer

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 5. SOLE VOTING POWER  
SHARES 2,500

BENEFICIALLY 6. SHARED VOTING POWER  
OWNED BY 336,725

EACH 7. SOLE DISPOSITIVE POWER  
REPORTING 2,500

PERSON 8. SHARED DISPOSITIVE POWER  
WITH 336,725

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

339,225(1)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

[-]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.10%

12. TYPE OF REPORTING PERSON\*

IN

(2) Reflects (i) 2,500 owned by Mr. Herman directly, (ii) 1,000 shares of Common Stock held by FBR, Inc. and (iii) 335,725 shares owned by STEP. Mr. Herman is an officer of FBR which has authorized Mr. Herman to vote and dispose of the shares of Common Stock held by FBR, Inc. Mr. Herman is a managing member of Galloway Capital Management, LLC, the general partner of STEP. Mr. Herman disclaims beneficial ownership of the shares of Common Stock directly beneficially owned by STEP (except for indirect interests of therein by virtue of being a member of Galloway Capital Management LLC).

CUSIP No. \_\_\_\_\_

13G

Page 5 of 9 Pages

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Item 1(a). Name of Issuer:

Cognitronics Corporation (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

3 Corporate Drive  
Danbury, CT 06810

Item 2(a). Name of Persons Filing:

Bruce Galloway

Item 2(b). Address of Principal Business Office, or if None, Residence:

The principal business address for Galloway is  
c/o Galloway Capital Management, LLC, 720 Fifth Avenue, 10th floor New York,  
New York 10019.

Item 2(c). Citizenship:

Galloway is a citizen of the United States.

Item 2(d). Title of Class of Securities:

This statement on Schedule 13G is being filed with  
respect to Common Stock, \$0.001 par value  
per share (the "Common Stock") of the Issuer.

Item 2(e). CUSIP Number:

192432102

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: Not Applicable.

- (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)  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);

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- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (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). (1)

CUSIP No. \_\_\_\_\_

13G

Page 6 of 9 Pages

Item 1(a). Name of Issuer:

Cognitronics Corporation (the "Issuer")

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Item 1(b). Address of Issuer's Principal Executive Offices:

3 Corporate Drive  
Danbury, CT 06810

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Item 2(a). Name of Persons Filing:

Gary Herman ("Herman")

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Item 2(b). Address of Principal Business Office, or if None, Residence:

The principal business address for Herman is  
c/o Galloway Capital Management, LLC, 720 Fifth Avenue, 10th floor New York,  
New York 10019.

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Item 2(c). Citizenship:

Herman is a citizen of the United States.

-----

Item 2(d). Title of Class of Securities:

This statement on Schedule 13G is being filed with  
respect to Common Stock, \$0.001 par value per share (the "Common Stock") of the  
Issuer.

-----

Item 2(e). CUSIP Number:

192432102

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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: Not Applicable.

- (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.

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- (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)  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;
- (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).

CUSIP No. \_\_\_\_\_

13G

Page 7 of 9 Pages

Item 1(a). Name of Issuer:

Cognitronics Corporation (the "Issuer")  
-----

Item 1(b). Address of Issuer's Principal Executive Offices:

3 Corporate Drive  
Danbury, CT 06810  
-----

Item 2(a). Name of Persons Filing:

Strategic Turnaround Equity Partners, LP (Cayman)  
("STEP")  
-----

Item 2(b). Address of Principal Business Office, or if None, Residence:

The principal business address for STEP is  
c/o Stuarts Corporate Services, Ltd, P.O. Box 2510 GT, 4th floor, One Cayman  
Financial Centre, 36A Dr. Roy's Drive, Georgetown, Grand Cayman, Cayman Island.  
STEP is managed by Galloway Capital Management, LLC, with its principal business  
at 720 Fifth Avenue, 10th floor, New York, New York 10019.  
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Item 2(c). Citizenship:

STEP is a limited partnership formed under the laws  
of the Cayman Islands.  
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Item 2(d). Title of Class of Securities:

This statement on Schedule 13G is being filed with respect to Common Stock, \$0.001 par value per share (the "Common Stock") of the Issuer.

-----

Item 2(e). CUSIP Number:

192432102

-----

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: Not Applicable.

- (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)  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;
- (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).

CUSIP No. \_\_\_\_\_

13G

Page 8 of 9 Pages

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

The information in items 1 and 5 through 11 on the cover page on this Schedule 13G is hereby incorporated by reference.

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(b) Percent of class:

The information in items 1 and 5 through 11 on the



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cover page on this Schedule 13G is hereby incorporated by reference.

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(c) Number of shares as to which such person has:

The information in items 1 and 5 through 11 on each cover page of this Schedule 13G is hereby incorporated by reference.

The purpose of this Amendment No. 3 is to reflect (i) Strategic Turnaround Equity Partners, LP (Cayman) ("STEP") acquiring 92,975 shares of Common Stock through open market purchases; (ii) the sale of 30,100 shares of Common Stock by Mr. Galloway; (iii) the purchase by Mr. Galloway's spouse of 11,300 shares of Common Stock by Mr. Galloway; (iii) the additional purchase of 9,300 shares of Common Stock by RexonGalloway; and (iv) the additional purchase of 45,100 shares of Common Stock by Jacombs Investment Inc. Galloway Capital Management, LLC, a Delaware limited liability company, is the general partner of STEP. Mr. Galloway and Gary Herman, each of whom are citizens of the United States, are the managing members of Galloway Capital Management, LLC, and Mr. Galloway owns (A) a majority of the membership interests in Galloway Capital Management, LLC. Mr. Galloway owns approximately 20% of the partnership interests in STEP as of December 1, 2006.

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 [ ] .

Not Applicable  
-----

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

As set forth in Item 4(c), some of the shares of Common Stock covered by this Schedule 13G are owned by persons other than Galloway, none of whom, holds five percent or more of the securities reported herein.  
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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  
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Item 9. Notice of Dissolution of Group.

Not Applicable.  
-----

Item 10. Certifications.

(a) The following certification shall be included if the statement is filed pursuant to Rule 13d-1(c):

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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.

Dated: December 15, 2006

Strategic Turnaround Equity Partners, LP (Cayman)

By: /s/ Gary Herman

Name: Gary Herman

Title: Managing Member of Galloway

Capital Management, LLC, the

Investment Advisor of Strategic

Turnaround Equity Partners, (Cayman) LP

Galloway Capital Management, LLC

By: /s/ Gary Herman

Name: Gary Herman

Title: Managing Member

By: \_\_\_\_\_  
Bruce Galloway

By: \_\_\_\_\_  
Gary Herman