

SITO MOBILE, LTD.
Form SC 13D/A
August 24, 2017

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

(Amendment No. 13)¹

SITO Mobile, Ltd.
(Name of Issuer)
Common Stock, par value \$0.001 per share
(Title of Class of Securities)
82988R203
(CUSIP Number)

Karen Singer, 212 Vaccaro Drive, Cresskill, NJ 07626
(Tel.) (201) 750-0415
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)
August 23, 2017
(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 Rule 13d-1(e), 13d-1(f) or 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* Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

Page 1 of 6 pages

¹ 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 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. 82988R203 13D/A13 Page 2 of 6

**NAME OF
REPORTING PERSON**

1

Karen Singer

**CHECK
THE
APPROPRIATE []
BOX IF A ^(a)
MEMBER
OF A
GROUP***

2

(b) []

SEC USE ONLY

3

SOURCE OF FUNDS*
OO

4

**CHECK BOX IF
DISCLOSURE
OF LEGAL
PROCEEDINGS []
IS REQUIRED
PURSUANT TO
ITEMS 2(d) OR
2I**

5

6

**CITIZENSHIP OR
PLACE OF
ORGANIZATION**

United States

		SOLE VOTING POWER
7		1,456,840
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
		SHARED VOTING POWER
8		0
		SOLE DISPOSITIVE POWER
9		1,456,840
		SHARED DISPOSITIVE POWER
10		0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	1,456,840

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
-----------	---	--------------------------

13	PERCENT OF CLASS REPRESENTED BY
-----------	--

AMOUNT IN ROW (11)

6.7%²

14

**TYPE OF REPORTING
PERSON*
IN**

² The percentage reflected is based on the outstanding shares of Common Stock set forth in the Issuer's Form 10-Q, dated August 15, 2017.

CUSIP No. 82988R203 13D/A13 Page 3 of 6

**NAME OF
REPORTING PERSON**

1

TAR Holdings LLC

**CHECK
THE
APPROPRIATE []
BOX IF A
MEMBER
OF A
GROUP***

2

(b) []

SEC USE ONLY

3

SOURCE OF FUNDS*
OO

4

**CHECK BOX IF
DISCLOSURE
OF LEGAL
PROCEEDINGS
IS REQUIRED []
PURSUANT TO
ITEMS 2(d) OR
2I**

5

6 **CITIZENSHIP OR
PLACE OF
ORGANIZATION**
Delaware

NUMBER OF **7** **SOLE
VOTING
POWER**
1,456,840³
SHARES

BENEFICIALLY **8** **SHARED
VOTING
POWER**
OWNED BY 0
EACH

REPORTING **9** **SOLE
DISPOSITIVE
POWER**
PERSON 1,456,840⁴
WITH

10 **SHARED
DISPOSITIVE
POWER**
0

11 **AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON**
1,456,840

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

13 **PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)**
6.7%⁵

14 **TYPE OF REPORTING
PERSON***
OO

³ Mrs. Singer has sole voting power with respect to all of the shares held by TAR Holdings LLC.

⁴ Mrs. Singer has sole dispositive power with respect to all of the shares held by TAR Holdings LLC.

⁵ See FN 2.

SCHEDULE 13D/A13

This constitutes Amendment No. 13 (the "Amendment No. 13") to the statement on Schedule 13D filed on behalf of Karen Singer, dated and filed April 3, 2017 (as amended, the "Statement"), relating to the common stock, \$0.001 par value per share (the "Common Stock"), of SITO Mobile, Ltd. (the "Company" or the "Issuer"). This Amendment No. 13 is being filed to report that, since the filing of Amendment No. 12 to the Statement ("Amendment No. 12"), dated August 17, 2017, a material change occurred in the percentage of Common Stock beneficially owned by Mrs. Singer. Unless specifically amended or modified hereby, the disclosure set forth in the Statement shall remain unchanged.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Statement is hereby amended and restated in its entirety as follows:

Mrs. Singer is the sole Member of TAR Holdings, which was created pursuant to that certain Operating Agreement, dated October 28, 2013. All of the securities held by TAR Holdings were purchased by funds generated and held by TAR Holdings. The aggregate amount of funds used for the purchase of the securities reported herein was approximately \$2,996,423.00.

Item 5. Interest in Securities of the Issuer

Item 5 of the Statement is hereby amended and restated in its entirety as follows:

(a) Mrs. Singer, as the sole Member of TAR Holdings, may be deemed to beneficially own 1,456,840 shares of Common Stock, comprising approximately 6.7% of the outstanding shares, based on 21,906,698 shares of Common Stock outstanding, as reported in the Issuer's Form 10-Q filed on August 15, 2017.

(b) Mrs. Singer has sole dispositive and voting power over the shares of Common Stock owned by TAR Holdings as reported on this Schedule 13D.

(c) The following table details the transactions effected by Mrs. Singer since the filing of Amendment No. 12.

Date of Transaction	Number of Shares Sold	Price Per Share
8/18/17	30,319	\$4.2812
8/21/17	25,000	\$4.35
8/21/17	30,595	\$4.339
8/21/17	25,000	\$4.35
8/22/17	5,550	\$4.3117
8/23/17	75,000	\$4.35
8/23/17	53,054	\$4.3516

(d) No Person other than Mrs. Singer has the right to receive or the power to direct the receipt of distributions or dividends from, or the proceeds from the transfer of, the reported securities.

(e) Not Applicable.

After reasonable inquiry and to the best of her knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 24, 2017

TAR Holdings LLC

By: /s/ Karen Singer
Name: Karen Singer
Title: Member