

NORTECH SYSTEMS INC

Form SC 13D/A

July 30, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

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:

Bryan A. Jacobs, Esq.

Keating Muething & Klekamp PLL

One East Fourth Street, Suite 1400

Cincinnati, Ohio 45202

(513) 562-1456

July 23, 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).

CUSIP No. 656553 104

NAME OF REPORTING
PERSONS
I.R.S. IDENTIFICATION NOS.

1 OF ABOVE PERSONS
(ENTITIES ONLY)

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10	8,700 SHARED VOTING POWER 0 SOLE DISPOSITIVE POWER 8,700 SHARED DISPOSITIVE POWER
--	--

0

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

8,700

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

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

0.31%

14 TYPE OF REPORTING
PERSON*

IN

Page 2 of 10

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*

5 PF
CHECK BOX IF DISCLOSURE
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
VOTING
POWER

8 NUMBER
OF
SHARES
BENEFICIALLY
OWNED
BY 9
EACH
REPORTING
PERSON
WITH
10

0
SOLE
DISPOSITIVE
POWER

35,000
SHARED
DISPOSITIVE
POWER

0

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

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
VOTING
POWER

NUMBER
OF
SHARES
BENEFICIALLY
OWNED
BY 9
EACH
REPORTING
PERSON
WITH
10

0
SOLE
DISPOSITIVE
POWER

56,000
SHARED
DISPOSITIVE
POWER

0

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

Page 4 of 10

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*

5 PF
CHECK BOX IF DISCLOSURE
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
VOTING
POWER

8 NUMBER
OF
SHARES
BENEFICIALLY
OWNED
BY 9
EACH
REPORTING
PERSON
WITH
10

0
SOLE
DISPOSITIVE
POWER

35,000
SHARED
DISPOSITIVE
POWER

0

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

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
VOTING
POWER

8 NUMBER
OF
SHARES
BENEFICIALLY
OWNED
BY 9
EACH
REPORTING
PERSON
WITH
10

0
SOLE
DISPOSITIVE
POWER

57,500
SHARED
DISPOSITIVE
POWER

0

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

CUSIP No. 656553 104

NAME OF REPORTING
PERSONS
I.R.S. IDENTIFICATION NOS.

1 OF ABOVE PERSONS
(ENTITIES ONLY)

Gary Anderly
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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10	25,855 SHARED VOTING POWER 0 SOLE DISPOSITIVE POWER 25,855 SHARED DISPOSITIVE POWER
--	--

0

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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Item 1. Security and Issuer

This Statement on Schedule 13D Amendment No. 2 ("Amendment") amends and restates the Schedule 13D filed June 24, 2015 (as amended by Amendment No. 1 filed on July 7, 2015, the "Schedule 13D") by Kyle S. Packer, Jason R. Herr, Paul B. Lubber 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 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, and Garry Anderly, 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:

Garry Anderly, a citizen of the United States of America, whose principal residence address is 201 Irving Beach Drive S.W., Bemidji, Minnesota 56601 with a telephone number of (218) 760-0129. Mr. Anderly is a retired Senior Vice President of the Issuer and is now a private investor.

(f) Mr. Anderly 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 218,055 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 July 13, 2015, Mr. Kyle Packer was contacted by Mr. Garry Anderly, a shareholder of the Issuer who at the time was unaffiliated with the Original Reporting Persons or Mr. Jannol. Mr. Anderly indicated to Mr. Packer that he had seen and read the Schedule 13D filing and that he shared views similar to those expressed therein about the Issuer's underperformance. Mr. Anderly expressed a desire to assist the Original Reporting Persons' and Mr. Jannol's efforts to effect change at the Issuer.

On July 23, 2015, the Original Reporting Persons formally asked Mr. Anderly to join their Section 13(d) group. Later that same day, Mr. Anderly 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, Garry Anderly may be deemed to be the beneficial owner of 25,855 shares of Common Stock, constituting 0.94%, based upon 2,746,324 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 Neal B. Jannol on July 7, 2015)

99.8 Second Restated Joint Filing Agreement (filed herewith)

99.9 Power of Attorney for Garry Anderly (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: July 28, 2015

JASON R. HERR

By: /s/ Jason R. Herr
Date: July 28, 2015

PAUL B. LUBER

By: /s/ Paul B. Luber
Date: July 28, 2015

MUTINY FUND I, LP

By: Mutiny Capital, LLC
Its: General Partner

By: /s/ Kyle S. Packer
Its: Managing Member
Date: July 28, 2015

NEAL B. JANNOL

By: /s/ Neal B. Jannol
Date: July 28, 2015

GARRY ANDERLY

By: /s/ Garry Anderly
Date: July 28, 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.