

Horton Capital Partners, LLC
 Form 3
 December 27, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|--|---|--|--|---|
| 1. Name and Address of Reporting Person * Manko Joseph M. Jr. (Last) (First) (Middle) 1717 ARCH STREET, SUITE 3920 (Street) PHILADELPHIA, PA 19103 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 12/21/2018 | 3. Issuer Name and Ticker or Trading Symbol WIRELESS TELECOM GROUP INC [WTT] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|---|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|---|
| Common Stock | 2,091,953 | I | By Horton Capital Partners Fund, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 20,000 | I | By Horton Capital Management, LLC <u>(1)</u> <u>(2)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Manko Joseph M. Jr. 1717 ARCH STREET, SUITE 3920 PHILADELPHIA, PA 19103 | ^ | ^ X | ^ | ^ |
| Horton Capital Management, LLC 1717 ARCH STREET, SUITE 3920 PHILADELPHIA, PA 19103 | ^ | ^ X | ^ | ^ |
| Horton Capital Partners, LLC 1717 ARCH STREET, SUITE 3920 PHILADELPHIA, PA 19103 | ^ | ^ X | ^ | ^ |
| Horton Capital Partners Fund, L.P. 1717 ARCH STREET, SUITE 3920 PHILADELPHIA, PA 19103 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| /s/ Joseph M. Manko, Jr. | 12/27/2018 |
| **Signature of Reporting Person | Date |
| /s/ Joseph M. Manko, Jr., Managing Member of Horton Capital Management, LLC | 12/27/2018 |
| **Signature of Reporting Person | Date |
| /s/ Joseph M. Manko, Jr., Managing Member of Horton Capital Partners, LLC | 12/27/2018 |
| **Signature of Reporting Person | Date |
| /s/ Joseph M. Manko, Jr., Managing Member of Horton Capital Partners, LLC, the General Partner of Horton Capital Partners Fund, LP | 12/27/2018 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This Form 3 is filed jointly by Horton Capital Management, LLC, a Delaware limited liability company ("HCM"), Horton Capital Partners LLC, a Delaware limited liability company ("HCP"), Horton Capital Partners Fund, LP, a Delaware limited partnership ("HCPF"), and Joseph M. Manko, Jr. Pursuant to investment management agreements, HCM maintains investment and voting power with respect to 2,091,953 shares of common stock of the issuer held by Horton Capital Partners Fund, LP, a Delaware limited partnership ("HCPF"). However, despite the delegation of investment and voting power to HCM, HCP may be deemed to be the beneficial owner of such securities under Rule 13d-3 of the Securities Exchange Act of 1934, as amended, because HCP has the right to

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acquire investment and voting power through termination of investment management agreements with HCM. HCM also acts as an investment adviser to certain managed accounts.

- (2) (Continued from from footnote 1) Under investment management agreements with managed account clients, HCM has investment and voting power with respect to 20,000 shares of Common Stock of the issuer held in such managed accounts. HCP is the general partner of HCPF. Mr. Manko is the managing member of both HCM and HCP.

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Remarks:

TheÂ filingÂ ofÂ thisÂ statementÂ shallÂ notÂ beÂ construedÂ asÂ anÂ admissionÂ (a)Â thatÂ theÂ personÂ filingÂ this

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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