

FRANKLIN COVEY CO
Form SC 13D/A
May 21, 2015

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 14)

FRANKLIN COVEY CO.
(Name of Issuer)
COMMON STOCK, Par Value \$0.05 Per Share

(Title of Class of Securities)

353469109

(CUSIP Number)

Peter E. Lorenzen
Munsch Hardt Kopf & Harr P.C.
500 N. Akard Street, Suite 3800
Dallas, TX 75201
(214) 855-7545

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 20, 2015

(Date of Event Which Requires Filing of This Statement)

If the reporting person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), 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.

* 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).

(Continued on following pages)

13D/A

CUSIP No. 353469109

Page 2 of 4 Pages

1 Name of reporting persons

I.R.S. Identification Nos. of Above Persons (entities only)

Knowledge Capital Investment Group

2 Check the appropriate box if a member of a group*

(a) " (b) "

3 SEC use only

4 Source of funds*

OO

5 Check Box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e) "

6 Citizenship or place of organization

Texas

Number of 7 Sole voting power

shares

beneficially Common Stock 2,812,805

8 Shared voting power

owned by

each

None

reporting 9 Sole dispositive power

person

with Common Stock 2,812,805

10 Shared dispositive power

None

11 Aggregate amount beneficially owned by each reporting person

Common Stock 2,812,805

12 Check Box if the aggregate amount in Row (11) excludes certain shares ***

13 Percent of class represented by amount in Row (11)

Common Stock 16.7%**

14 Type of reporting person*

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

** Based on the number of outstanding shares as of March 31, 2015 as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended February 28, 2015.

13D/A

CUSIP No. 353469109

Page 3 of 4 Pages

This Amendment No. 14 amends the Statement on Schedule 13D filed on June 14, 1999, as amended by Amendment Nos. 1 through 13 (the "Schedule 13D"), by Knowledge Capital Investment Group (the "Reporting Person").

Item 1. Security and Issuer

Item 2. Identity and Background

Item 3 Source and Amount of Funds or Other Consideration

Item 4. Purpose of the Transaction

Item 5. Interest in Securities of the Issuer

Item 5(a) is hereby amended to read in its entirety as follows:

(a) This Statement relates to 2,812,805 shares of Common Stock beneficially owned by the Reporting Person, representing 16.7% of the issued and outstanding shares of Common Stock.

Item 5(b) is hereby amended to read in its entirety as follows:

(b) the Reporting Person has the sole power to vote and dispose of the 2,812,805 shares of Common Stock held by it.

Item 5(c) is hereby amended to add the following at the end thereof:

On May 20, 2015, the Reporting Person sold 400,000 shares of common stock at a price of \$20.00. The sale was a broker's transaction reported on the FINRA Alternate Display Facility.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 7. Material to Be Filed as Exhibits

13D/A

CUSIP No. 353469109

Page 4 of 4 Pages

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.

Date: May 21, 2015

**KNOWLEDGE CAPITAL INVESTMENT
GROUP**

By: Inspiration Investments Partners III, L.P.,
Its Manager

By: Inspiration Investments GenPar III,
L.P.,
Its General Partner

By HH GenPar Partners
Its General Partner

By: Hampstead Associates, Inc.,
Its Managing General Partner

By: /s/ Donald J. McNamara
Donald J. McNamara
President