

O'CONNELL MICHAEL

Form 4

December 12, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Vizi Bradley

(Last) (First) (Middle)

C/O HARVEST FINANCIAL  
CORPORATION, 1600  
BENEDUM-TREES BLDG. 223  
FOURTH AVE.

(Street)

PITTSBURGH, PA 15222

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
RCM TECHNOLOGIES INC  
[RCMT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/08/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☐ Form filed by One Reporting Person  
☒ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock,<br>\$0.05 par<br>value <sup>(1)</sup> | 12/08/2017                              |                                                             | A                                       | 5,839                                                                      | A \$<br>6.85<br><sup>(5)</sup>                                                                                     | 37,378 <sup>(6)</sup>                                                | D <sup>(4)</sup>                                                  |
| Common<br>Stock,<br>\$0.05 par<br>value <sup>(1)</sup> |                                         |                                                             |                                         |                                                                            | 2,055,065                                                                                                          | I                                                                    | See<br>footnotes<br><sup>(2)</sup> <sup>(4)</sup>                 |
|                                                        |                                         |                                                             |                                         |                                                                            | 266,074                                                                                                            | I                                                                    |                                                                   |

Common  
Stock,  
\$0.05 par  
value (1)

See  
footnotes  
(3) (4)

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                                        | Relationships |              |         |       |
|-----------------------------------------------------------------------------------------------------------------------|---------------|--------------|---------|-------|
|                                                                                                                       | Director      | 10%<br>Owner | Officer | Other |
| Vizi Bradley<br>C/O HARVEST FINANCIAL CORPORATION<br>1600 BENEDUM-TREES BLDG. 223 FOURTH AVE.<br>PITTSBURGH, PA 15222 | X             | X            |         |       |
| IRS Partners No. 19, L.P.<br>515 S. FIGUEROA STREET<br>SUITE 1050<br>LOS ANGELES, CA 90071                            |               | X            |         |       |
| M2O, Inc.<br>515 S. FIGUEROA STREET<br>SUITE 1050<br>LOS ANGELES, CA 90071                                            |               | X            |         |       |
|                                                                                                                       |               | X            |         |       |

O'CONNELL MICHAEL  
515 S. FIGUEROA STREET  
SUITE 1050  
LOS ANGELES, CA 90071

Leonetti/O'Connell Family Foundation  
515 S. FIGUEROA STREET  
SUITE 1050  
LOS ANGELES, CA 90071

Michael F. O'Connell & Margo L. O'Connell Revocable Trust  
515 S. FIGUEROA STREET  
SUITE 1050  
LOS ANGELES, CA 90071

X

X

## Signatures

IRS PARTNERS NO. 19, L.P.; By: M2O, Inc., its General Partner; By: /s/Bradley S. Vizi as Attorney-in-Fact for Michael O'Connell, Chief Executive Officer

12/12/2017

\_\_Signature of Reporting Person

Date

/s/ Bradley S. Vizi

12/12/2017

\_\_Signature of Reporting Person

Date

M2O, INC.; By: /s/ Bradley S. Vizi as Attorney-in-Fact for Michael O'Connell, Chief Executive Officer

12/12/2017

\_\_Signature of Reporting Person

Date

The Leonetti/O'Connell Family Foundation; By: /s/ Bradley S. Vizi as Attorney-in-Fact for Michael O'Connell, Secretary, Chief Financial Officer and Director

12/12/2017

\_\_Signature of Reporting Person

Date

The Michael F. O'Connell and Margo L. O'Connell Revocable Trust; By: /s/Bradley S. Vizi as Attorney-in-Fact for Michael O'Connell, Trustee

12/12/2017

\_\_Signature of Reporting Person

Date

/s/Bradley S. Vizi as Attorney-in-Fact for Michael O'Connell

12/12/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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 4 is being filed jointly by the reporting persons identified herein (each a "Reporting Person" and collectively, the "Reporting Persons"). Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding shares of Common Stock. Each Reporting Person disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.

(2) IRS Partners No. 19, L.P., a Delaware limited partnership ("IRS 19"), directly owns these shares of common stock ("Common Stock") of RCM Technologies, Inc. (the "Issuer"). M2O, Inc., a California corporation ("M2O"), is the general partner of IRS 19. The Michael F. O'Connell and Margo L. O'Connell Revocable Trust (the "Trust") is the sole voting shareholder of M2O and Michael O'Connell, an individual, controls all investment decisions with respect to the Trust. IRS 19, M2O, the Trust and Mr. O'Connell may therefore be deemed to have shared voting and dispositive power over the Common Stock owned by IRS 19.

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- The Leonetti/O'Connell Family Foundation, a Delaware non-profit corporation (the "Foundation"), directly owns these shares. The investment decisions of the Foundation are controlled by Mr. O'Connell (Mr. O'Connell, collectively with IRS 19, the Foundation, M2O and the Trust, the "O'Connell Entities") and by virtue of such relationship, the Foundation and Mr. O'Connell may be deemed to
- (3) have shared voting and dispositive power over the Common Stock owned by the Foundation. IRS 19, M2O and the Trust disclaim beneficial ownership of the Common Stock of the Issuer owned by the Foundation except to the extent of their pecuniary interest therein. The Foundation disclaims beneficial ownership of the shares of Common Stock of the Issuer owned by IRS 19 except to the extent of its pecuniary interest therein.
- IRS 19 and the Foundation have each entered into an investment advisory agreement with Harvest Financial Corporation ("Harvest"), pursuant to which Bradley Vizi ("Mr. Vizi") on behalf of Harvest, exclusively manages IRS 19's and the Foundation's investment in the
- (4) Issuer and has certain discretion with respect to purchase and sales of Common Stock of the Issuer. As a result, Harvest and Mr. Vizi may be deemed to have shared dispositive power with respect to the shares held by IRS 19 and the Foundation. Harvest and Mr. Vizi each disclaims beneficial ownership of shares of Common Stock of the Issuer owned by each other except to the extent of his or its pecuniary interest therein.
- (5) Granted in the form of restricted stock units (RSUs) as compensation for service on the Board of Directors. The RSUs will vest on December 8, 2018.
- (6) Includes 6,250 RSUs that vested on 12/27/16 and 8,000 RSUs that vested on 12/3/16.

### Remarks:

Effective with the termination of that certain investment advisory agreement dated October 5, 2012 among Legion Partners As

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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