

PARK ELECTROCHEMICAL CORP

Form SC 13D

November 04, 2014

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No.)***

Park Electrochemical Corp.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

700416209

(CUSIP Number)

Brian E. Shore

c/o Park Electrochemical Corp.

48 South Service Road

Melville, N.Y. 11747

(631) 465-3600

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

June 26, 2014

(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.

* 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. 700416209

1. Name of Reporting Person
Brian E. Shore

2. Check the Appropriate Box if a
Member of a Group
(a)
(b)

3. SEC Use Only

4. Source of Funds
Not applicable.

Check if Disclosure of Legal
5. Proceedings Is Required
Pursuant to Items 2(d) or 2(e)

Citizenship or Place of
6. Organization
United States

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 611,555	8. Shared Voting Power 728,599	9. Sole Dispositive Power 611,555	10. Shared Dispositive Power 728,599
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Aggregate Amount Beneficially
11. Owned by Each Reporting
Person
1,340,154

Check if the Aggregate Amount
12. in Row (11) Excludes Certain
Shares

Percent of Class Represented by
13. Amount in Row (11)
6.4%*

14. Type of Reporting Person
IN

The calculation of the foregoing percentage is based on 20,950,442 shares of Common Stock outstanding as of *October 6, 2014 as disclosed in the Issuer's Form 10-Q for the quarterly period ended August 31, 2014. Please see Item 5.

Item 1. Security and the Issuer

This Schedule 13D relates to the Common Stock (the “Common Stock”) of Park Electrochemical Corp., a New York corporation (the “Issuer”). The address of the principal executive offices of the Issuer is 48 South Service Road, Melville, N.Y. 11747.

Item 2. Identity and Background

This Schedule 13D is filed by Brian E. Shore. Mr. Shore’s business address is c/o Park Electrochemical Corp., 48 South Service Road, Melville, N.Y. 11747. Mr. Shore is the Chief Executive Officer of the Issuer, and the Chairman of the board of directors of the Issuer. Mr. Shore is a United States citizen.

Mr. Shore has not, during the past five years, been convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors), nor been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

On June 26, 2014, Mr. Shore became a co-executor of the estate of the late Mr. Jerry Shore, which holds 728,599 shares of Common Stock (the “Estate Shares”). No consideration was paid or is payable by Mr. Shore in connection therewith.

Item 4. Purpose of Transaction

All shares of Common Stock beneficially owned by Mr. Shore other than the Estate Shares were acquired by him for investment purposes or awarded to Mr. Shore by the Issuer as compensation for his service as its President and Chief Executive Officer, whether directly or by award of securities exercisable for or convertible into Common Stock.

Although Mr. Shore currently has no specific plans or proposals to acquire or dispose of shares of Common Stock or any securities exercisable for or convertible into Common Stock other than in connection with Issuer compensatory awards of Common Stock or securities exercisable for or convertible into Common Stock, at any time and from time to time he may directly or indirectly acquire additional shares of Common Stock or associated rights or securities exercisable for or convertible into shares of Common Stock or dispose of any or all of his Common Stock or its associated rights or securities exercisable for or convertible into Common Stock, depending upon an ongoing evaluation of his investment in such securities, applicable legal and/or contractual restrictions, prevailing market conditions, other investment opportunities, liquidity requirements and/or other investment considerations.

Other than as described above or in connection with (or as may arise in connection with) his duties as the Issuer's Chief Executive Officer and the Chairman of the Issuer's board of directors, Mr. Shore has no plans or proposals which relate to, or may result in, any of the matters listed in Items 4(a)-(j) of Schedule 13D.

Item 5. Interest in Securities of the Issuer

(a), (b) The following disclosure assumes that there are 20,950,442 shares of Common Stock outstanding.

Pursuant to Rule 13d-3 of the rules and regulations promulgated by the Securities and Exchange Commission ("SEC") pursuant to the Securities Exchange Act of 1934, as amended, Mr. Shore may be deemed to beneficially own an aggregate of 1,340,154 shares of Common Stock, representing approximately 6.4% of the Common Stock outstanding, of which he holds sole voting and dispositive power with respect to 611,555 shares of Common Stock (consisting of 392,805 shares owned by Mr. Shore and 218,750 shares issuable to Mr. Shore upon exercise of options that are exercisable as of November 4, 2014 or become exercisable within 60 days thereafter) and of which he may be deemed to hold shared voting and dispositive power with respect to 728,599 shares of Common Stock in his capacity as a co-executor of the estate of the late Mr. Jerry Shore.

(c) Other than as Mr. Shore has reported on Form 4 filings made with the SEC, if any, Mr. Shore has not effected any transactions in Common Stock during the past 60 days.

(d) Other than the other co-executors of the estate of the late Mr. Jerry Shore and such estate, no person other than Mr. Shore has the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, any of shares of Common Stock described above in this Item 5.

(e) Not applicable.

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

Other than relating to or arising in connection with Mr. Shore's service as the Issuer's Chief Executive Officer and the Chairman of the board of directors of the Issuer, there are no contracts, arrangements, understandings, or relationships (legal or otherwise) between Mr. Shore and any other person with respect to the securities of the Issuer that are not disclosed herein.

Item 7. Material to be Filed as Exhibits

Not applicable.

SIGNATURES

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: November 4, 2014

/s/ Brian E. Shore

Brian E. Shore