

NORTECH SYSTEMS INC

Form SC 13D/A

June 28, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

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:

Allison A. Westfall, Esq.

Keating Muething & Klekamp PLL

One East Fourth Street, Suite 1400

Cincinnati, Ohio 45202

(513) 579-6987

June 28, 2016

(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.
OF ABOVE PERSONS
(ENTITIES ONLY)

1

Kyle S. Packer

CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP*

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS*

PF

CHECK BOX IF DISCLOSURE
OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT
TO ITEM 2(d) or 2(e)

4

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

United States

7

SOLE
VOTING
POWER

8,700

SHARED

VOTING

POWER

0

SOLE

DISPOSITIVE

POWER

8,700

SHARED

DISPOSITIVE

POWER

0

NUMBER
OF
SHARES

BENEFICIALLY

OWNED

BY

EACH

REPORTING

PERSON

WITH

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11

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)
0.32%**

14 TYPE OF REPORTING
PERSON*

IN

CUSIP No. 656553 104

NAME OF REPORTING
PERSONS

I.R.S. IDENTIFICATION NOS.
OF ABOVE PERSONS
(ENTITIES ONLY)

1

Jason R. Herr

CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP*

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS*

PF

CHECK BOX IF DISCLOSURE
OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT
TO ITEM 2(d) or 2(e)

4

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

United States

7

SOLE
VOTING
POWER

35,000

SHARED

VOTING

POWER

0

SOLE

DISPOSITIVE

POWER

35,000

SHARED

DISPOSITIVE

POWER

0

NUMBER
OF
SHARES

BENEFICIALLY

OWNED

BY

EACH

REPORTING

PERSON

WITH

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11

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

CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
2 GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

PF

CHECK BOX IF DISCLOSURE
OF LEGAL PROCEEDINGS IS
5 REQUIRED PURSUANT
TO ITEM 2(d) or 2(e)

CITIZENSHIP OR PLACE OF
6 ORGANIZATION

United States

7

SOLE
VOTING
POWER

56,000

SHARED

VOTING

POWER

0

SOLE

DISPOSITIVE

POWER

56,000

SHARED

DISPOSITIVE

POWER

0

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

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
11 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

CUSIP No. 656553 104

NAME OF REPORTING
PERSONS

I.R.S. IDENTIFICATION NOS.
OF ABOVE PERSONS
(ENTITIES ONLY)

1

Mutiny Fund I, LP
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP*

2

(a)
(b)
SEC USE ONLY

3

SOURCE OF FUNDS*
PF
CHECK BOX IF DISCLOSURE
OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT
TO ITEM 2(d) or 2(e)

4

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware

7
SOLE
VOTING
POWER
35,000
SHARED
VOTING
POWER
0
SOLE
DISPOSITIVE
POWER
35,000
SHARED
DISPOSITIVE
POWER
0

NUMBER
OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON
WITH

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11

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

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

57,500

SHARED

VOTING

POWER

0

SOLE

DISPOSITIVE

POWER

57,500

SHARED

DISPOSITIVE

POWER

0

NUMBER
OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON
WITH

8

9

10

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)

Garry Anderly

CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP*

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS*

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

25,855

SHARED

VOTING

POWER

0

SOLE

DISPOSITIVE

POWER

25,855

SHARED

DISPOSITIVE

POWER

0

NUMBER
OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON
WITH

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11

25,855

CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (11) EXCLUDES

12

CERTAIN SHARES*

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)
0.94%**

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)

Keith Pieper

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

515

SHARED

VOTING

POWER

0

SOLE

DISPOSITIVE

POWER

515

SHARED

DISPOSITIVE

POWER

0

NUMBER
OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON
WITH

8

9

10

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11

515

CHECK BOX IF THE
AGGREGATE AMOUNT IN

12

ROW (11) EXCLUDES
CERTAIN SHARES*

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)
0.02%**

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)

Tony Burlingame

CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP*

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS*

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

50

SHARED

VOTING

POWER

0

SOLE

DISPOSITIVE

POWER

50

SHARED

DISPOSITIVE

POWER

0

NUMBER
OF
SHARES
BENEFICIALLY

OWNED

BY

EACH

REPORTING

PERSON

WITH

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11

50

CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (11) EXCLUDES

12

CERTAIN SHARES*

PERCENT OF CLASS
REPRESENTED BY AMOUNT

13 IN ROW (11)
0.002%**

TYPE OF REPORTING
PERSON*

14

IN

** Based on the Issuer's last filed Quarterly Report on Form 10-Q filed on May 4, 2016, the Issuer reported 2,747,831 aggregate shares of common stock outstanding.

Item 1. Security and Issuer

This Statement on Schedule 13D Amendment No. 5 ("Amendment") amends and restates the Schedule 13D filed June 24, 2015 (as amended by Amendment No. 1 filed on July 7, 2015, and as further amended by Amendment No. 2 filed on July 30, 2015, and as further amended by Amendment No. 3 filed on August 20, 2015, and as further amended by Amendment No. 4 filed on June 17, 2016, collectively the "Schedule 13D") by Kyle S. Packer, Jason R. Herr, Paul B. Lubert 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 Systems Incorporated, a Minnesota corporation whose principal executive offices are located at 7550 Meridian Circle N, Maple Grove, MN 55369 (the "Issuer"). The Original Reporting Persons as well as Neal B. Jannol, a United States citizen, Garry Anderly, a United States citizen, Keith Pieper, a United States citizen, and Tony Burlingame, 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 4. Purpose of Transaction

June 24, 2016 marked the one year anniversary of the original Schedule 13D filing. The Reporting Persons continue to believe that the Issuer's poor financial performance can be improved to create greater long-term value for the Issuer's shareholders and accordingly, on June 28, 2016, sent a letter (the "June 28 Letter") to the Issuer's Board of Directors to this effect. The June 28 Letter is attached hereto as Exhibit 99.14.

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. Lubert (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 and Neal B. Jannol on July 7, 2015)

99.8 Second Restated Joint Filing Agreement (incorporated by reference to Amendment No. 2 to the Schedule 13D filed by the Original Reporting Persons, Neal B. Jannol and Garry Anderly on July 30, 2015)

99.9 Power of Attorney for Garry Anderly (incorporated by reference to Amendment No. 2 to the Schedule 13D filed by the Original Reporting Persons, Neal B. Jannol and Garry Anderly on July 30, 2015)

99.10

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Third Restated Joint Filing Agreement (incorporated by reference to Amendment No. 3 to the Schedule 13D filed by the Original Reporting Persons, Neal B. Jannol, Garry Anderly and Keith Pieper on August 20, 2015)

99.11 Power of Attorney for Keith Pieper (incorporated by reference to Amendment No. 3 to the Schedule 13D filed by the Original Reporting Persons, Neal B. Jannol, Garry Anderly and Keith Pieper on August 20, 2015)

99.12 Fourth Restated Joint Filing Agreement (incorporated by reference to Amendment No. 4 to the Schedule 13D filed by the Original Reporting Persons, Neal B. Jannol, Garry Anderly, Keith Pieper, and Tony Burlingame on June 17, 2016)

99.13 Power of Attorney for Tony Burlingame (incorporated by reference to Amendment No. 4 to the Schedule 13D filed by the Original Reporting Persons, Neal B. Jannol, Garry Anderly, Keith Pieper, and Tony Burlingame on June 17, 2016)

99.14 Letter to Board of Directors of Nortech Systems Incorporated dated June 28, 2016 (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: June 28, 2016

JASON R. HERR

By: /s/ Jason R. Herr

Date: June 28, 2016

PAUL B. LUBER

By: /s/ Paul B. Luber

Date: June 28, 2016

MUTINY FUND I, LP

By: Mutiny Capital, LLC

Its: General Partner

By: /s/ Kyle S. Packer

Its: Managing Member

Date: June 28, 2016

NEAL B. JANNOL

By: /s/ Neal B. Jannol

Date: June 28, 2016

GARRY ANDERLY

By: /s/ Garry Anderly

Date: June 28, 2016

KEITH PIEPER

By: /s/ Keith Pieper

Date: June 28, 2016

TONY BURLINGAME

By: /s/ Tony Burlingame

Date: June 28, 2016

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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.