

DESWELL INDUSTRIES INC  
Form SC 13D/A  
September 29, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 3)\***

**Deswell Industries, Inc.**  
*(Name of Issuer)*

Common shares, no par value  
*(Title of Class of Securities)*

250639 10 1  
*(CUSIP Number)*

Carrie Leahy

Bodman PLC

201 S. Division, Suite 400

Ann Arbor, MI 48104

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

July 30, 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.

**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).

**SCHEDULE 13D/A**  
**CUSIP No. 250639 10 1**

Names of Reporting

1. Persons.

Richard Pui Hon Lau

Check the Appropriate Box

2. if a Member of a Group  
(See Instructions)

(a)

(b)

3. SEC Use Only  
Source of Funds (See  
Instructions)

4.

PF, OO

Check if Disclosure of

5. Legal Proceedings Is  
Required Pursuant to Items  
2(d) or 2(e)

6. Citizenship or Place of  
Organization

Hong Kong

Number of 7. Sole Voting Power  
2,949,345

Shares

Beneficially Shared Voting  
Owned 8. Power 0

by

Each

Reporting

9. Sole Dispositive  
Person Power 2,949,345  
With

10. Shared Dispositive  
Power 0

Aggregate Amount  
Beneficially Owned by  
Each Reporting Person  
11. 18.1%

Check if the Aggregate  
Amount in Row (11)  
Excludes Certain Shares  
(See Instructions)

Percent of Class  
13. Represented by Amount in  
Row (11) 18.1%

Type of Reporting Person  
(See Instructions)  
14.

IN

This Amendment No. 3 to Schedule 13D (this “Amendment”) amends and supplements the statements on the Amendment No. 1 to Schedule 13D (“Amendment No. 1”) filed by Mr. Richard Pui Hon Lau (“Mr. Lau”) with the Securities and Exchange Commission (the “Commission”) on May 30, 2014 and the Amendment No. 2 to Schedule 13D filed by Mr. Lau with the Commission on July 29, 2014 (“Amendment No. 2” and, collectively with Amendment No. 1, the “Amendments”), each with respect to the common shares without par value (“Common Shares”) of Deswell Industries, Inc., a company organized under the laws of the British Virgin Islands (the “Company”).

The percentage calculations in the above cover page, and as set forth below, are based on a total outstanding number of Common Shares of the Company of 16,256,239. Such number represents 16,056,239 outstanding Common Shares of the Company, such number as provided by the Company as of June 30, 2014, plus the 200,000 Common Shares immediately exercisable by Mr. Lau under the Stock Option (as defined in Item 3).

Except as set forth herein, the Amendments remain unmodified.

**Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 of Amendment No. 2 is amended and restated in its entirety as follows:

The Common Shares of the Company acquired by Mr. Lau prior to the filing of Amendment No. 1 on May 30, 2014 were acquired by use of private funds and the exercise of employee stock options granted to Mr. Lau pursuant to the Company's 2001 Stock Option Plan and the Company's 2003 Stock Option Plan (as adopted August 20, 2003 and amended August 1, 2005, August 17, 2007 and August 13, 2010, the "2003 Option Plan"). Since July 29, 2014, Mr. Lau has acquired additional Common Shares pursuant to certain open market transactions completed by Mr. Lau by use of private funds. In addition, on July 30, 2014, Mr. Lau was granted an immediately exercisable option to purchase up to 200,000 Common Shares pursuant to the 2003 Option Plan (the "Stock Option"). As of the date hereof, Mr. Lau has not exercised the Stock Option, in whole or in part.

**Item 5. Interest in Securities of the Issuer.**

Item 5 of Amendment No. 2 is hereby amended and restated in its entirety as follows:

(a – b) As a result of (1) the open market purchases consummated by Mr. Lau since July 29, 2014 and (2) the grant of the Stock Option, as of the date hereof Mr. Lau beneficially owns 2,949,345 Common Shares. Such shares consist of 2,749,345 Common Shares held of record by Mr. Lau and an immediately exercisable option to purchase up to 200,000 Common Shares. Such holdings represent 18.1% of the Common Shares. Mr. Lau has sole power to vote and dispose of all Common Shares held of record by Mr. Lau as of the date hereof, and upon exercise of any of portion of the Stock Option, would have sole power to vote and dispose of any Common Shares so acquired.

(c) Mr. Lau has individually engaged in and effected the following open market purchases of Common Shares in the past sixty (60) days:

| <u>Purchase Date</u> | <u>Number of Shares Purchased</u> | <u>Purchase Price</u> |
|----------------------|-----------------------------------|-----------------------|
| August 5, 2014       | 11,927                            | \$2.10                |
| August 5, 2014       | 4,871                             | \$2.09                |
| August 5, 2014       | 4,000                             | \$2.07                |
| August 6, 2014       | 6,197                             | \$2.14                |
| August 7, 2014       | 3,900                             | \$2.15                |
| August 8, 2014       | 500                               | \$2.15                |
| August 11, 2014      | 200                               | \$2.14                |
| August 12, 2014      | 6,651                             | \$2.17                |
| August 13, 2014      | 10,202                            | \$2.18                |
| August 14, 2014      | 9,758                             | \$2.18                |
| August 15, 2014      | 9,507                             | \$2.20                |
| August 15, 2014      | 500                               | \$2.20                |
| August 18, 2014      | 20,000                            | \$2.20                |

|                    |       |        |
|--------------------|-------|--------|
| August 19, 2014    | 1,800 | \$2.20 |
| August 26, 2014    | 1,600 | \$2.20 |
| August 28, 2014    | 900   | \$2.19 |
| August 28, 2014    | 2,450 | \$2.18 |
| August 28, 2014    | 100   | \$2.17 |
| August 29, 2014    | 300   | \$2.20 |
| August 29, 2014    | 939   | \$2.19 |
| September 2, 2014  | 5,041 | \$2.20 |
| September 22, 2014 | 400   | \$2.23 |

On July 30, 2014, the Stock Option was granted to Mr. Lau.

(d) Not applicable.

(e) Not applicable.

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

Mr. Lau has been granted the Stock Option pursuant to the 2003 Stock Plan. The 2003 Stock Plan, as previously filed with the Commission and included herewith as Exhibit 99.1, is incorporated by reference.

**Item 7. Exhibits.**

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 99.1               | 2003 Stock Option Plan of the Company (as adopted August 20, 2003 and amended August 1, 2005, August 17, 2007 and August 13, 2010) (incorporated by reference to Annex A to the Company's Proxy Statement furnished to the SEC on Form 6-K on August 16, 2010). |

**SIGNATURE**

After reasonable Inquiry, and to the best of my knowledge and belief, the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

/s/ Richard Pui Hon Lau  
Richard Pui Hon Lau

Date: September 29, 2014



**EXHIBIT INDEX**

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