

Sandberg David  
Form 4  
February 11, 2013

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sandberg David

(Last) (First) (Middle)

304 PARK AVE SOUTH, 11TH  
FLOOR

(Street)

NEW YORK, NY 10010

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
R F INDUSTRIES LTD [RFIL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/07/2013

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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |        |                                 | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4)      |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|---------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price                |                                                                                               |                                                          |                                                            |
| Common Stock                    | 02/07/2013                           |                                                    | S <sup>(6)</sup>               |                                                                   | 5,990  | D \$<br>5.808<br><sup>(4)</sup> | 364,861                                                                                       | I                                                        | By The Red Oak Fund, L.P.<br><sup>(1)</sup> <sup>(3)</sup> |
| Common Stock                    | 02/07/2013                           |                                                    | S <sup>(6)</sup>               |                                                                   | 4,010  | D \$<br>5.808<br><sup>(4)</sup> | 244,399                                                                                       | I                                                        | By Pinnacle Fund, LLLP <sup>(2)</sup><br><sup>(3)</sup>    |
| Common Stock                    | 02/08/2013                           |                                                    | S <sup>(6)</sup>               |                                                                   | 3,894  | D \$<br>5.822<br><sup>(5)</sup> | 360,967                                                                                       | I                                                        | By The Red Oak Fund, L.P.                                  |

# Edgar Filing: Sandberg David - Form 4

|                 |            |                  |       |   |                               |         |   |                                                                             |
|-----------------|------------|------------------|-------|---|-------------------------------|---------|---|-----------------------------------------------------------------------------|
| Common<br>Stock | 02/08/2013 | S <sup>(6)</sup> | 2,606 | D | \$<br>5.822<br><sup>(5)</sup> | 241,793 | I | (1) (3)<br>By<br>Pinnacle<br>Fund,<br>LLLP <sup>(2)</sup><br><sup>(3)</sup> |
|-----------------|------------|------------------|-------|---|-------------------------------|---------|---|-----------------------------------------------------------------------------|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | 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% Owner Officer Other |
| Sandberg David<br>304 PARK AVE SOUTH<br>11TH FLOOR<br>NEW YORK, NY 10010 | X                                |

## Signatures

|                                    |            |
|------------------------------------|------------|
| David Sandberg                     | 02/11/2013 |
| **Signature of<br>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) Red Oak Partners, LLC ("ROP") serves as the general partner of The Red Oak Fund, LP, a Delaware limited partnership (the "Fund"), the direct owner of the subject securities. David Sandberg is the managing member of ROP and the Fund's portfolio manager.

ROP serves as a managing member of Pinnacle Partners, LLC, a Colorado limited liability limited company ("Pinnacle Partners").

(2) Pinnacle Partners is the general partner of Pinnacle Fund, LLLP, a Colorado limited liability limited partnership ("Pinnacle Fund"), the direct owner of the subject securities.

(3) Each Reporting Person disclaims beneficial ownership of all securities reported herein, except to the extent of their pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the shares for purposes of Section 16 of the Securities and Exchange Act of 1934 or for any other purpose.

(4) This transaction was executed in multiple trades at prices ranging from \$5.80 to \$5.83. The price reported in Column 4 of Table I reflects the weighted average sales price. The reporting persons hereby undertake to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which each of the individual transactions was effected.

(5) This transaction was executed in multiple trades at prices ranging from \$5.80 to \$5.85. The price reported in Column 4 of Table I reflects the weighted average sales price. The reporting persons hereby undertake to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which each of the individual transactions was effected.

(6) Open market transactions pursuant to a 10b5-1 trading plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.