

Edgar Filing: DATA I/O CORP - Form SC 13G/A

DATA I/O CORP
Form SC 13G/A
February 21, 2018

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

Data I/O Corp.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

237690102

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

- (1) 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 the disclosures provided in a prior cover page.

The information required in 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 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).

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Penbrook Management, LLC

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

(a) ☒

(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5. SOLE VOTING POWER

SHARES 0

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 486,340

PERSON 8. SHARED DISPOSITIVE POWER

WITH 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
486,340

(Reporting person disclaims beneficial ownership of shares managed by
Penbrook Management, LLC on behalf of its investment advisory clients.)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.90%

12. TYPE OF REPORTING PERSON*

IA

CUSIP No. 237690102

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1. NAME OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

AnKap Partners, L.P.

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

(a) ☒

(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5. SOLE VOTING POWER

SHARES 110,000

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 110,000

PERSON 8. SHARED DISPOSITIVE POWER

WITH 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

110,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.33%

12. TYPE OF REPORTING PERSON*

PN

CUSIP No. 237690102

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

AnKap LLC

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

(a) ☒

(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5. SOLE VOTING POWER

SHARES 110,000

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 110,000

PERSON 8. SHARED DISPOSITIVE POWER

WITH 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

110,000

(Reporting person disclaims beneficial ownership of shares held by AnKap Partners, L.P. which represent the interests of partners of AnKap Partners, L.P.)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.33%

12. TYPE OF REPORTING PERSON*

IA

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Robert S. Anderson

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

(a) ☒

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(b) | |

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

US Citizen

NUMBER OF 5. SOLE VOTING POWER

SHARES 43,800

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 110,000

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 43,800

PERSON 8. SHARED DISPOSITIVE POWER

WITH 442,540

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
486,340

(Reporting person disclaims beneficial ownership of shares managed by Penbrook Management, LLC on behalf of its investment advisory clients and disclaims beneficial ownership of shares held by AnKap Partners, L.P. which represent the interest of the other partners of AnKap Partners, L.P.)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

| |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.90%

12. TYPE OF REPORTING PERSON*

IN

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Ralph Kaplan

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

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(a) ☒ |
(b) ☐ |

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

US Citizen

NUMBER OF 5. SOLE VOTING POWER

SHARES 0

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 110,000

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 0

PERSON 8. SHARED DISPOSITIVE POWER

WITH 442,540

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
442,540

(Reporting person disclaims beneficial ownership of shares managed by Penbrook Management, LLC on behalf of its investment Advisory clients and disclaims beneficial ownership of shares held by AnKap Partners, L.P. which represent the interest of the other partners of AnKap Partners, L.P.)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

☐ |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.37%

12. TYPE OF REPORTING PERSON*

IN

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Barbara Burke DiCostanzo

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

(a) ☒

(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

US Citizen

NUMBER OF 5. SOLE VOTING POWER

SHARES 0

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 110,000

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 0

PERSON 8. SHARED DISPOSITIVE POWER

WITH 442,540

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
442,540

(Reporting person disclaims beneficial ownership of shares managed by Penbrook Management, LLC on behalf of its investment Advisory clients and disclaims beneficial ownership of shares held by AnKap Partners, L.P. which represent the interest of the other partners of AnKap Partners, L.P.)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.37%

12. TYPE OF REPORTING PERSON*

IN

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Item 1(a). Name of Issuer: Data I/O Corp.

Item 1(b). Address of Issuer's Principal Executive Offices:
6464 185th Avenue NE, Suite 101, Redmond, WA 98052

Item 2(a). Name of Person Filing: This Statement on Schedule 13G is filed by

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Penbrook Management, LLC., AnKap Partners, L.P., AnKap LLC.,
Robert S. Anderson, Ralph Kaplan, Barbara Burke
DiCostanzo.

Item 2(b). Address of Principal Business Office, or if None, Residence:
880 Third Avenue, 16th Floor, New York, NY 10022.

Item 2(c). Citizenship:
See pages 2,3,4,5,6 7

Item 2(d). Title of Class of Securities:
Common Stock, \$0.01 par value per share

Item 2(e). CUSIP Number:
237690102

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b)
or (c), Check Whether the Person Filing is a:

- (a) ☐ Broker or dealer registered under Section 15 of the Exchange Act.
- (b) ☐ Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act.
- (e) ☐ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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Item 4. Ownership.

Provide the following information regarding the aggregate

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number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

See pages 2,3,4,5,6,7

(b) Percent of class:

See pages 2,3,4,5,6,7

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See pages 2,3,4,5,6,7

(ii) Shared power to vote or to direct the vote:

See pages 2,3,4,5,6,7

(iii) Sole power to dispose or to direct the disposition of:

See pages 2,3,4,5,6,7

(iv) Shared power to dispose or to direct the disposition of:

See pages 2,3,4,5,6,7

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following []. Not applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.
Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.
Not Applicable

Item 8. Identification and Classification of Members of the Group.
See attached Exhibit A and pages 2,3,4,5,6,7.

Item 9. Notice of Dissolution of Group.
Not Applicable

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Item 10. Certifications.

(a) The following certification shall be included if the statement is filed pursuant to Rule 13d-1(b):

"By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and

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are held in the ordinary course of business and were not acquired and not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect."

- (b) The following certification shall be included if the statement is filed pursuant to Rule 13d-1(c):

"By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect."

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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.

Date: February 21, 2018

By: Penbrook Management, LLC

By: /s/ Barbara Burke DiCostanzo

Barbara Burke DiCostanzo, Managing Member
Penbrook Management, LLC

By: AnKap Partners, L.P.

By: /s/Robert S. Anderson

Robert S. Anderson, Managing Member
of the General Partner

By: AnKap, LLC

By: /s/Robert S. Anderson

Robert S. Anderson, Managing Member
AnKap, LLC

By: /s/Robert S. Anderson

Robert S. Anderson

By: /s/Ralph Kaplan

Ralph Kaplan

By: /s/Barbara Burke DiCostanzo

Barbara Burke DiCostanzo

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Robert S. Anderson, Ralph Kaplan, Barbara Burke DiCostanzo
each hereby agrees that the Schedule 13G to which this Exhibit is
attached and any amendments thereto relating to the acquisition of shares
of common Stock of Data I/O Corp. is filed jointly on behalf of each such
person.

Dated: February 21, 2018

Penbrook Management, LLC

/s/ Barbara Burke DiCostanzo

Barbara Burke DiCostanzo, Managing Member
Penbrook Management, LLC

AnKap Partners, L.P.

/s/Robert S. Anderson

Robert S. Anderson, Managing Member
of the General Partner

AnKap, LLC

/s/Robert S. Anderson

Robert S. Anderson, Managing Member
AnKap, LLC

/s/Robert S. Anderson

Robert S. Anderson

/s/Ralph Kaplan

Ralph Kaplan

/s/Barbara Burke DiCostanzo

Barbara Burke DiCostanzo