

FRANKLIN COVEY CO  
Form SC 13G/A  
February 03, 2017

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

---

SCHEDULE 13G  
(Rule 13d-102)

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

(AMENDMENT NO. 1)\*

Franklin Covey Co.

---

(Name of Issuer)

Common Stock, Par Value \$0.05

---

(Title of Class of Securities)

353469109

---

(CUSIP Number)

December 31, 2016

---

(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)
- 

\* 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).



CUSIP NO. 353469109 13G Page 2 of 5 Pages

1 NAMES OF REPORTING PERSONS  
S.S. OR  
I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS

82-0566501

2 CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Minnesota

5 SOLE VOTING POWER  
411,135

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6 SHARED VOTING POWER  
0

7 SOLE DISPOSITIVE POWER  
411,135

8 SHARED DISPOSITIVE POWER  
0

9 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

411,135

10 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES [ ]

11 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

2.979%

12 TYPE OF REPORTING PERSON

1A

---

CUSIP NO. 353469109 13G Page 3 of 5 Pages

Item 1. (a) Name of Issuer:

Franklin Covey Co.

(b) Address of Issuer's Principal Executive Offices:

2200 West Parkway Blvd.  
Salt Lake City, UT 84119

Item 2. (a) Name of Person Filing:

Punch & Associates Investment Management, Inc.

(b) Address of Principal Business Office or, if None, Residence:

7701 France Ave So., Suite 300  
Edina, MN 55435

(c) Citizenship:

Minnesota

(d) Title of Class of Securities:

Common

(e) CUSIP Number:

353469109

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).
-

CUSIP NO. 353469109 13G Page 4 of 5 Pages

Item 4. Ownership.

(a) Amount beneficially owned:	411,135
(b) Percent of class:	2.979%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	411,135
(ii) Shared power to vote or to direct the vote:	0
(iii) Sole power to dispose or to direct the disposition of:	411,135
(iv) Shared power to dispose or to direct the disposition of:	0

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 [X ]

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.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

---

CUSIP NO. 353469109 13G Page 5 of 5 Pages

Item 10. Certification.

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 that purpose or effect.

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.

Punch & Associates  
Investment Management,  
Inc.

By: Howard D. Punch, Jr.  
Name: Howard D. Punch, Jr.  
Title: President

Date: January 31, 2017