SERVIDYNE, INC.
Form 3
July 06, 2011

# FORM 3

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**

OMB APPROVAL

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|---|---|
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## INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â Scientific Conservation, Inc.
(Last) (First) (Middle)

2 BRYANT STREET, SUITE 210
(Street)

SAN FRANCISCO,Â CAÂ 94105
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
06/26/2011

3. Issuer Name **and** Ticker or Trading Symbol
SERVIDYNE, INC. [SERV]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

## Table I - Non-Derivative Securities Beneficially Owned

| 1.Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|
| COMMON STOCK | 2,204,116 (1) (2) (3) (4) | D | Â |

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

SEC 1473 (7-02)

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## Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|---|
| | | Title | | | |

| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---|---|---|---|

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Scientific Conservation, Inc.<br>2 BRYANT STREET, SUITE 210<br>SAN FRANCISCO,Â CAÂ 94105 | Â | Â X | Â | Â |

# Signatures

| /s/ Dana DuFrane, Vice President and General Counsel for SCIENTIFIC CONSERVATION, INC. | 07/06/2011 |
|---|---|
| **Signature of Reporting Person | Date |

# Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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)** On June 26, 2011, Scientific Conservation, Inc., a Delaware corporation ("SCI"), Scrabble Acquisition, Inc., a Georgia corporation and a wholly-owned subsidiary of SCI ("Merger Sub"), and Servidyne, Inc., a Georgia corporation (the "Issuer") entered into an Agreement and Plan of Merger (the "Merger Agreement") pursuant to which Merger Sub will, subject to the satisfaction or waiver of the conditions therein, merge with and into the Issuer, with the Issuer continuing as the surviving corporation and as a wholly-owned subsidiary of SCI (the "Merger"). Concurrently, SCI entered into Voting and Support Agreements (the "Support Agreements") with shareholders holding an aggregate of approximately 56% of the outstanding voting power of the Issuer. (Continued in Footnote 2)

**(2)** Shareholders holding approximately 28% of the outstanding voting power of the Issuer-including the Issuer's Chairman and Chief Executive Officer and its Executive Vice President and their affiliates-have executed Support Agreements pursuant to which such shareholders have agreed to vote in favor of the Merger, and against competing transactions, and have granted an irrevocable proxy to SCI with respect to these matters. Shareholders holding approximately 27% of the outstanding voting power of the Issuer have executed Support Agreements pursuant to which such shareholders have agreed to vote in favor of the Merger, and against competing transactions, and have granted a proxy to SCI; provided, however, these Support Agreements, and the related proxies, terminate upon the withdrawal or modification of the recommendation of the Issuer's board of directors to the shareholders to approve the Merger. (Continued in Footnote 3)

**(3)** By virtue of the Support Agreements, the reporting person may be deemed to have voting power with respect to (and therefore beneficially own within the meaning of Rule 13d-3 under the Exchange Act) an aggregate of 2,204,116 shares of the Common Stock (including 150,916 shares issuable upon the exercise of options exercisable within 60 days of June 26, 2011 (the "Option Shares")) held by shareholders party to the Support Agreements, which represent approximately 57.6% of the sum of (i) 3,675,782 shares of Common Stock outstanding as of June 26, 2011, as represented by the Issuer in the Merger Agreement, and (ii) the Option Shares. (Continued in Footnote 4)

**(4)** The reporting person hereby expressly disclaims any pecuniary interest in, and beneficial ownership of, shares of the Common Stock that are subject to the Support Agreements, and this report shall not be deemed an admission that such reporting person is the beneficial owner thereof for purposes Section 16 of the Exchange Act or for any other purpose. For additional information regarding the Support Agreements and the Merger Agreement, see the Schedule 13D filed by the reporting person with the Securities and Exchange Commission on the date hereof.

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