

CPS TECHNOLOGIES CORP/DE/  
Form SC 13D/A  
July 12, 2017

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2 )**

**CPS TECHNOLOGIES CORPORATION**  
**(Name of Issuer)**

**Common Stock, Par Value \$0.01 Per Share**  
**(Title of Class of Securities)**

**12619F104**  
**(CUSIP Number)**

**JOSEPH M. MANKO, JR.**  
**HORTON CAPITAL MANAGEMENT, LLC.**

**1717 Arch Street, Suite 3920**  
**Philadelphia, PA 19103**

**(215) 399 5402**

*[With a copy to]*

**ANDREW FREEDMAN, ESQ.**

**OLSHAN FROME WOLOSKY LLP**

**1325 AVENUE OF THE AMERICAS**

**NEW YORK, NY 10019**

**(212) 451 2250**

**(Name, Address and Telephone Number of Person**

**Authorized to Receive Notices and Communications)**

**July 11, 2017**

**(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 Rule 13d-1(e), Rule 13d-1(f) or Rule 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 Rule 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).

**CUSIP No. 12619F104**

**1** NAMES OF REPORTING PERSONS:

Horton Capital Partners Fund, LP

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(see instructions)

**3** SEC USE ONLY (b)

**4** SOURCE OF FUNDS (see instructions)

(See Item 3)

WC

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY

**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING **9** 659,566 (See Item 5)  
SOLE DISPOSITIVE POWER

PERSON

WITH:

**10** SHARED DISPOSITIVE POWER

659,566 (See Item 5)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

659,566 (See Item 5)

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(See Instructions)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.995% (See Item 5)

**14** TYPE OF REPORTING PERSON (See Instructions):

OO

CUSIP No. 12619F104

**1** NAMES OF REPORTING PERSONS:

Horton Capital Partners, LLC

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(see instructions)

**3** SEC USE ONLY (b)

**4** SOURCE OF FUNDS (see instructions)

(See Item 3)

OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

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659,566 (See Item 5)

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(See Instructions)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.995% (See Item 5)

**14** TYPE OF REPORTING PERSON (See Instructions):

OO

CUSIP No. 12619F104

**1** NAMES OF REPORTING PERSONS:

Horton Capital Management, LLC

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(see instructions)

**3** SEC USE ONLY (b)

**4** SOURCE OF FUNDS (see instructions)

(See Item 3)

OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

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Delaware

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY

**8** SHARED VOTING POWER

OWNED BY

EACH

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SOLE DISPOSITIVE POWER

PERSON

WITH:

**10** SHARED DISPOSITIVE POWER

659,566 (See Item 5)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

659,566 (See Item 5)

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(See Instructions)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.995% (See Item 5)

**14** TYPE OF REPORTING PERSON (See Instructions):

IA



CUSIP No. 12619F104

**1** NAMES OF REPORTING PERSONS:

Joseph M. Manko, Jr.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(see instructions)

**3** SEC USE ONLY (b)

**4** SOURCE OF FUNDS (see instructions)

(See Item 3)

OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY

**8** SHARED VOTING POWER

OWNED BY

EACH

REPORTING **9** 659,566 (See Item 5)  
SOLE DISPOSITIVE POWER

PERSON

WITH:

**10** SHARED DISPOSITIVE POWER

659,566 (See Item 5)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

659,566 (See Item 5)

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(See Instructions)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.995% (See Item 5)

**14** TYPE OF REPORTING PERSON (See Instructions):

IN

This amendment No. 2 to Schedule 13D (this Amendment No.2 ) amends and supplements the Schedule 13D (the Initial 13D ) filed on March 31, 2017 (the Initial 13D and, as amended and supplemented through the date of this Amendment No. 2, collectively the Schedule 13D ) relates to shares of common stock, par value \$0.01 per share ( Common Stock ), of the Issuer, a Delaware corporation. Capitalized terms not defined in this Amendment No. 2 shall have the meaning ascribed to them in the Schedule 13D.

The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant. The Schedule 13D is hereby amended as follows:

**Item 4. Purpose of Transaction.**

Item 4 is hereby amended to add the following:

On July 10, 2017 and July 11, 2017, HCPF sold 885 and 1,349 shares of common stock respectively (together, the Sale ) and as a result the Reporting Persons ceased to be the beneficial owners of more than five percent of the class of securities.

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

Item 5 of the Schedule 13D is hereby amended and restated for the following information:

The responses to item 3, 4, and 6 of this Schedule 13D are incorporated herein by reference.

The percentages used herein are calculated based upon 13,203,436 shares of Common Stock issued and outstanding as of May 9, 2017, pursuant to the Quarterly Report on Form 10-Q filed by the Issuer with the SEC on May 12, 2017.

As of the close of business on July 11, 2017:

1. HCP

(a) Amount beneficially owned: 659,566\*

(b) Percent of class: 4.995%\*

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 659,566\*

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 659,566\*

2. HCM

(a) Amount beneficially owned: 659,566\*

(b) Percent of class: 4.995%\*

- (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 659,566\*
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 659,566\*

3. Mr. Manko

- (a) Amount beneficially owned: 659,566\*
- (b) Percent of class: 4.995%\*
- (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 659,566\*

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 659,566\*

\* HCPF owns directly 659,566 shares of Common Stock, including 1,000 shares that are held in record name. Pursuant to investment management agreements, HCM maintains investment and voting power with respect to the securities held by HCPF. However, despite the delegation of investment and voting power to HCM, HCP may be deemed to be the beneficial owner of such securities under Rule 13d-3 of the Act because HCP has the right to acquire investment and voting power through termination of investment management agreements with HCM. HCM also acts as an investment adviser to certain managed accounts. HCP is the general partner of HCPF. Mr. Manko is the managing member of both HCM and HCP. By reason of the provisions of Rule 13d-3 of the Act, each of HCM and Mr. Manko may be deemed to beneficially own 659,566 shares of Common Stock, and HCP may be deemed to beneficially own 659,566 shares of Common Stock held by HCPF. Each of the Reporting Persons disclaims beneficial ownership of any of the securities covered by this Schedule 13D except to the extent of his or its pecuniary interest therein.

(c) Schedule A, dated as of July 11, 2017 attached to this Schedule 13D and incorporated herein by reference lists all transaction in the Shares effected by the Reporting Persons during the past sixty days.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

(e) As of July 11, 2017, the Reporting Persons ceased to be the beneficial owners of more than five percent of the class of securities.

**Item 7. Material to be Filed as Exhibits.**

Item 7 is hereby amended and restated to include the following exhibits:

Exhibit 1      Schedule A\*

Exhibit 2      Joint Filing Agreement, dated March 31, 2017\*

Exhibit 3      Letter, dated December 16, 2016\*

Exhibit 4      Press Release, December 22, 2016\*

Exhibit 5      Notice, dated March 3, 2017\*

Exhibit 6      Preliminary Proxy Statement, incorporated by reference to Form PREC14A filed by the Issuer on March 27, 2017

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Exhibit 7 Withdrawal Notice, dated March 31, 2017\*

Exhibit 8 Letter, dated March 31, 2017\*

Exhibit 9 Presentation, dated April 19, 2017 incorporated by reference to Form PX14A6G filed by Horton on April 19, 2017\*

Exhibit 10 Press Release, dated April 19, 2017 incorporated by reference to Form PX14A6G filed by Horton on April 19, 2017\*

Exhibit 11 Schedule A, dated as of July 11, 2017

\*Previously filed by Horton.

**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.

Dated: July 12, 2017

**HORTON CAPITAL PARTNERS FUND, LP**

By: /s/ Joseph M. Manko, Jr.  
Name: Joseph M. Manko, Jr.  
Title: Managing Member

**HORTON CAPITAL PARTNERS, LLC**

By: /s/ Joseph M. Manko, Jr.  
Name: Joseph M. Manko, Jr.  
Title: Managing Member

**HORTON CAPITAL MANAGEMENT, LLC.**

By: /s/ Joseph M. Manko, Jr.  
Name: Joseph M. Manko, Jr.  
Title: Managing Member

/s/ Joseph M. Manko, Jr.  
**JOSEPH M. MANKO, JR.**