

Vishay Precision Group, Inc.
Form SC 13D/A
August 22, 2016

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A

(Amendment No. 1)

(Rule 13d-101)

Under the Securities Exchange Act of 1934

Vishay Precision Group, Inc.

(Name of Issuer)

Common Stock, \$0.10 par value

(Title of Class of Securities)

92835K103

(CUSIP NUMBER)

Brett Hendrickson

2305 Cedar Springs Rd., Suite 420

Dallas, TX 75201

(972) 590-4100

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 18, 2016

(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 which is the subject of this

Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g) check the following box .

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, as amended (the Act), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 92835K103

13D/A

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Nokomis Capital, L.L.C.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 AF/OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH

1,779,324
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
10 SHARED DISPOSITIVE POWER

11 1,779,324
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 1,779,324
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

14 14.6%
TYPE OF REPORTING PERSON*

IA, OO

* SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 92835K103

13D/A

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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Brett Hendrickson
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(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF/OO
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2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

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1,779,324
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HC, IN

* SEE INSTRUCTIONS BEFORE FILLING OUT

SCHEDULE 13D/A

This Amendment No. 1 (this Amendment) to the Schedule 13D (the Schedule 13D) is being filed on behalf of Nokomis Capital, L.L.C., a Texas limited liability company (Nokomis Capital), and Mr. Brett Hendrickson, the principal of Nokomis Capital, relating to Common Stock, \$0.10 par value (the Common Stock), of Vishay Precision Group, Inc., a Delaware corporation (the Issuer).

This Amendment relates to Common Stock of the Issuer purchased by Nokomis Capital through the accounts of certain private funds and managed accounts (collectively, the Nokomis Accounts). Nokomis Capital serves as the investment adviser to the Nokomis Accounts and may direct the vote and dispose of the 1,779,324 shares of Common Stock held by the Nokomis Accounts. As the principal of Nokomis Capital, Mr. Hendrickson may direct the vote and disposition of the 1,779,324 shares of Common Stock held by the Nokomis Accounts.

The Common Stock held by the Reporting Persons (as defined below) reported on this Amendment were previously reported on a Schedule 13G as most recently filed with the Securities Exchange Commission on February 11, 2016. This Amendment amends and restates the Schedule 13D filed with the Securities Exchange Commission on February 25, 2016 as set forth below.

Item 3 of the Schedule 13D is amended and restated as follows:

Item 3. Source and Amount of Funds

As of August 19, 2016, the Nokomis Accounts had invested \$ 25,748,920.25 (inclusive of brokerage commissions) in the Common Stock of the Issuer. The source of these funds was the working capital of the Nokomis Accounts.

Item 5 of the Schedule 13D is amended and restated as follows:

Item 5. Interest in Securities of the Issuer

(a) The aggregate percentage of Common Stock reported to be owned by the Reporting Persons is based upon 12,167,045 shares of Common Stock outstanding, which is the total number of shares of Common Stock outstanding as of August 10, 2016, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on August 10, 2016.

Nokomis Capital, as the investment adviser of the Nokomis Accounts, may be deemed to beneficially own the 1,779,324 shares of Common Stock held by the Nokomis Accounts, representing approximately 14.6% of the issued and outstanding shares of Common Stock of the Issuer.

In addition, Mr. Hendrickson, as principal of Nokomis Capital, the investment adviser of the Nokomis Accounts, may also be deemed to beneficially own the 1,779,324 shares of Common Stock beneficially owned by the Nokomis Accounts, representing approximately 14.6% of the issued and outstanding shares of Common Stock of the Issuer.

Nokomis Capital and Mr. Hendrickson disclaim beneficial ownership of the Common Stock held by the Nokomis Accounts except to the extent of their pecuniary interest therein.

(b) Nokomis Capital and Mr. Hendrickson has the shared power to vote and dispose of the Common Stock owned by the Nokomis Accounts reported in this Amendment.

The filing of this Amendment shall not be construed as admission that Nokomis Capital or Mr. Hendrickson is, for the purposes of Section 13(d) or 13(g) of the Act, or otherwise, the beneficial owner of any of the 1,779,324 shares of Common Stock owned by the Nokomis Accounts. Pursuant to Rule 13d-4, Nokomis Capital and Mr. Hendrickson disclaim all such beneficial ownership.

(c) Annex A attached hereto lists all transactions in the Common Stock during the past sixty (60) days by the Reporting Persons. The transactions in the Common Stock were effected in the open market.

(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 Common Stock.

(e) Not applicable.

Signatures

After reasonable inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 22, 2016

NOKOMIS CAPITAL, L.L.C.

By: /s/ Brett Hendrickson
Brett Hendrickson
Manager

/s/ Brett Hendrickson
Brett Hendrickson

Annex A

| Transaction Date | Shares Purchased/(Sold) | Price |
|------------------|----------------------------|---------|
| 8/11/2016 | 10,999 | 13.8583 |
| 8/12/2016 | 10,113 | 13.8969 |
| 8/17/2016 | 44,867 | 14.4585 |
| 8/18/2016 | 69,078 | 14.6277 |
| 8/19/2016 | 14,422 | 15.011 |