Edgar Filing: Parametric Sound Corp - Form 4

Parametric Sound Corp Form 4 September 28, 2012 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MARXE AUSTIN W & Issuer Symbol **GREENHOUSE DAVID M** Parametric Sound Corp [PAMT] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _Other (specify Officer (give title C/O SPECIAL SITUATIONS 09/28/2012 below) below) FUNDS. 527 MADISON AVENUE. **SUITE 2600** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting NEW YORK, NY 10022 Person (State) (Zip) (City) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership or Indirect Following (Instr. 4) Reported (I)(A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount Price (D) \$ By Limited Common 1,000 09/28/2012 Ρ 6.7387 600,231 (2) I (2) Partnerships А (2)Stock (1)(2)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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emed 4. 5. 6. Date Exercisable and 7. The and 8. Price of ion Date, if TransactionNumber Expiration Date Amount of Derivative Code of (Month/Day/Year) Underlying Security /Day/Year) (Instr. 8) Derivative Securities (Instr. 5) Securities (Instr. 3 and 4) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	
Date Expiration Or Exercisable Date Title Number of	
Code V (A) (D) Shares	
Relationships	
Director 10% Owner Officer Other	
•	
Director 10% Owner Officer Other	
	Code of (Month/Day/Year) Underlying Security /Day/Year) (Instr. 8) Derivative Securities (Instr. 5) Securities (Acquired (A) or Disposed (Instr. 3 and 4) (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount Date Expiration Or Title Number

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6. Date Exercisable and

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**Signature of Reporting Person

1. Title of 2.

Date

3. Transaction Date 3A. Deemed

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) This is a weighted average price.

This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, LP (QP), Special Situations Private Equity Fund, L.P. (PE), Special Situations Technology Fund, LP (TN) and Special Situations Technology Fund II, L.P. (T2), respectively. 274,799 shares of Common

(2) Stock are held by QP, 95,958 shares of Common Stock are held by PE, 31,111 shares of Common Stock are held by TN and 198,363 shares of Common Stock are held by T2. The interest of Marxe and Greenhouse in the shares of Common Stock owned by QP, PE, TN and T2 is limited to the extent of his pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.