

Vishay Precision Group, Inc.  
Form SC 13D/A  
November 04, 2016

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13D/A**

**(Rule 13d-101)**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)**

**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)**

**November 3, 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 [X].

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
OWNED BY	8 SHARED VOTING POWER
EACH	
REPORTING	1,901,152
PERSON	9 SOLE DISPOSITIVE POWER
WITH	0
	10 SHARED DISPOSITIVE POWER

11 1,901,152  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 1,901,152  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

14 15.6%  
TYPE OF REPORTING PERSON\*

IA, OO  
\*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 92835K103

13D/A

1 NAME OF REPORTING PERSONS

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

Brett Hendrickson  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

AF/OO  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
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

OWNED BY

EACH

1,901,152  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

0  
10 SHARED DISPOSITIVE POWER

- 11                   1,901,152  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 12                   1,901,152  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*
- 13                   PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 14                   15.6%  
TYPE OF REPORTING PERSON\*

HC, IN  
\*SEE INSTRUCTIONS BEFORE FILLING OUT

**SCHEDULE 13D/A**

This Amendment No. 2 (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 1,901,152 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 1,901,152 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 subsequently amended on August 22, 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 November 3, 2016, the Nokomis Accounts had invested \$ 27,667,166.55 (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 1,901,152 shares of Common Stock held by the Nokomis Accounts, representing approximately 15.6% 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 1,901,152 shares of Common Stock beneficially owned by the Nokomis Accounts, representing approximately 15.6% 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 1,901,152 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: November 4, 2016

NOKOMIS CAPITAL, L.L.C.

By: /s/ Brett Hendrickson  
Brett Hendrickson  
Manager

/s/ Brett Hendrickson  
Brett Hendrickson

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**Annex A**

Transaction Date	Shares Purchased/(Sold)	Price
9/20/2016	8,040	15.6749
9/21/2016	2,000	15.8997
9/22/2016	11,794	15.8272
9/23/2016	8,588	15.7836
9/26/2016	2,723	15.7289
9/27/2016	1,700	15.8827
9/28/2016	6,695	15.8903
9/29/2016	2,900	15.9603
10/6/2016	10,300	15.9002
10/7/2016	3,604	15.8880
10/10/2016	10,021	15.8119
10/11/2016	16,079	15.7632
10/20/2016	97	15.5800
10/21/2016	8,886	15.5740
10/24/2016	5,095	15.5542
10/25/2016	3,737	15.5400
10/26/2016	1,900	15.5774
10/27/2016	700	15.5800
10/28/2016	1,800	15.5783
11/1/2016	3,100	15.5761
11/2/2016	9,628	15.5909
11/3/2016	2,287	15.5803