

Kiper Christopher S
 Form 3
 August 08, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 * O'CONNELL MICHAEL (Last) (First) (Middle) 515 S. FIGUEROA ST, SUITE 1100 (Street) LOS ANGELES, CA 90071 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 08/03/2012 | 3. Issuer Name and Ticker or Trading Symbol RCM TECHNOLOGIES INC [RCMT] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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 | 997,430 | I <u>(1)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> | See Remarks below <u>(1)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(8)</u> |
| Common Stock | 266,074 | I <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> | See Remarks below <u>(1)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(8)</u> |
| Common Stock | 22,000 | D <u>(5)</u> <u>(6)</u> <u>(8)</u> <u>^</u> | |
| Common Stock | 1,000 | D <u>(5)</u> <u>(7)</u> <u>(8)</u> <u>^</u> | |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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| 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) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | | | |
| | | | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| O'CONNELL MICHAEL 515 S. FIGUEROA ST SUITE 1100 LOS ANGELES, CA 90071 | ^ | ^ X | ^ | ^ |
| Kiper Christopher S 515 S FIGUEROA STREET SUITE 1100 LOS ANGELES, CA 90071 | ^ | ^ X | ^ | ^ |

Signatures

/s/ MICHAEL O'CONNELL (on behalf of himself and the O'Connell Entities) 08/07/2012

__Signature of Reporting Person

Date

/s/ CHRISTOPHER KIPER (on behalf of himself, Mr. Vizi and Stonnington) 08/07/2012

__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) IRS Partnership No. 19, L.P., a Delaware limited partnership ("IRS 19"), directly owns these shares.

(2) The Leonetti/O'Connell Family Foundation, a Delaware non-profit corporation (the "Foundation"), directly owns these shares.

The general partner of IRS 19 is M2O, Inc., a Delaware corporation ("M2O"), the Michael F. O'Connell and Margo L. O'Connell Revocable Trust (the "Trust") is the sole voting shareholder of M2O and Michael O'Connell, an individual ("Mr. O'Connell", collectively with IRS 19, the Foundation, M2O and the Trust, the "O'Connell Entities"), controls all investment decisions with respect to the Trust;

(3) and by virtue of such relationships, IRS 19, M2O, the Trust and Mr. O'Connell may be deemed to have the shared voting and dispositive power over the shares owned by IRS 19. The investment decisions of the Foundation are controlled by Mr. O'Connell and by virtue of such relationship, the Foundation and Mr. O'Connell may be deemed to have shared voting and dispositive power over the shares owned by the Foundation. (Continue in Footnote 4)

(4) IRS 19, M2O and the Trust disclaim beneficial ownership of, and have no pecuniary interest in, the shares owned by the Foundation. The Foundation disclaims beneficial ownership of, and has no pecuniary interest in, the shares owned by IRS 19.

(5) IRS 19 and the Foundation have each entered into an investment advisory agreement with Stonnington Group, LLC, a California limited liability company ("Stonnington"), pursuant to which Christopher Kiper and Bradly Vizi on behalf of Stonnington, exclusively manages IRS 19's and the Foundation's investment in RCM Technologies, Inc. (the "Issuer") and has certain discretion with respect to purchase and sales of shares in the Issuer. As a result, Stonnington, Mr. Kiper and Mr. Vizi may be deemed to have shared dispositive power with

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respect to the shares held by IRS 19 and the Foundation. Stonnington, Mr. Kiper and Mr. Vizi each disclaims beneficial ownership of, and each has no pecuniary interest in, the shares held by each other.

- (6) Mr. Kiper directly owns these shares.
- (7) Mr. Vizi directly owns these shares.
- (8) This Form 3 shall not be deemed to be an admission that any reporting person hereunder is the beneficial owner of any of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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.