

Edgar Filing: DEWEY ELECTRONICS CORP - Form SC 13D/A

DEWEY ELECTRONICS CORP  
Form SC 13D/A  
July 08, 2009

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
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SCHEDULE 13D  
(RULE 13D-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13D-1(A) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13D-2(A)

AMENDMENT NO. 1

THE DEWEY ELECTRONICS CORPORATION

-----  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

252063102  
-----  
(CUSIP Number)

Paul D. Sonkin  
Hummingbird Management, LLC  
145 East 57th Street - 8th Floor  
New York, New York 10022  
-----

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

July 7, 2009  
-----

(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), 13d-1(f) or 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(b) for other parties to whom copies are to be sent.

-----  
1 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 or otherwise subject to the liabilities of that section of the Act

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but shall be subject to all other provisions of the Act (however, see the Notes).

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1      NAME OF REPORTING PERSONS S.S. OR
      I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

      Hummingbird Management, LLC
      IRS No. 13-4082842
-----
2      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*      (a) / /
                                                    (b) /X/
-----
3      SEC USE ONLY
-----
4      SOURCE OF FUNDS
      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

      DELAWARE
-----
NUMBER OF          7      SOLE VOTING POWER
SHARES
BENEFICIALLY          220,546
OWNED BY
EACH
REPORTING
PERSON WITH
-----
8      SHARED VOTING POWER

      -0-
-----
9      SOLE DISPOSITIVE POWER

      220,546
-----
10     SHARED DISPOSITIVE POWER

      -0-
-----
11     AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
      PERSON

      220,546
-----
12     CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
      SHARES                        / /
-----
13     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

      16.19%
-----
14     TYPE OF REPORTING PERSON*

      OO
=====

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1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Paul D. Sonkin
-----	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / / (b) /X/
-----	
3	SEC USE ONLY
-----	
4	SOURCE OF FUNDS 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 SHARES BENEFICIALLY	7 SOLE VOTING POWER 220,546
OWNED BY EACH REPORTING PERSON WITH	-----
	8 SHARED VOTING POWER -0-
	-----
	9 SOLE DISPOSITIVE POWER 220,546
	-----
	10 SHARED DISPOSITIVE POWER -0-
-----	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 220,546
-----	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /
-----	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 16.19%
-----	
14	TYPE OF REPORTING PERSON OO
=====	

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1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Hummingbird Capital, LLC
-----	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / / (b) /X/
-----	
3	SEC USE ONLY
-----	
4	SOURCE OF FUNDS 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
	DELAWARE
-----	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER  220,546
-----	
	8 SHARED VOTING POWER  -0-
-----	
	9 SOLE DISPOSITIVE POWER  220,546
-----	
	10 SHARED DISPOSITIVE POWER  -0-
-----	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  220,546
-----	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
-----	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  16.19%
-----	
14	TYPE OF REPORTING PERSON  OO
=====	

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1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Hummingbird Value Fund, L.P.
-----	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / / (b) /X/
-----	
3	SEC USE ONLY
-----	
4	SOURCE OF FUNDS WC
-----	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) / /
-----	
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE
-----	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER  129,763
-----	
	8 SHARED VOTING POWER  -0-
-----	
	9 SOLE DISPOSITIVE POWER  129,763
-----	
	10 SHARED DISPOSITIVE POWER  -0-
-----	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  129,763
-----	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
-----	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  9.53%
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14	TYPE OF REPORTING PERSON  LP
=====	
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1 NAME OF REPORTING PERSONS S.S. OR  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

The Tarsier Nanocap Value Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / /  
(b) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 7 SOLE VOTING POWER  
SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING  
PERSON WITH 90,783

8 SHARED VOTING POWER  
-0-

9 SOLE DISPOSITIVE POWER  
90,783

10 SHARED DISPOSITIVE POWER  
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
90,783

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.67%

14 TYPE OF REPORTING PERSON  
LP

=====  
The following constitutes the Schedule 13D/A filed by the undersigned  
(the "Schedule 13D").

AMENDMENT NO. 1 TO SCHEDULE 13D

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This Amendment No. 1, dated July 7, 2009, to Schedule 13 D/A is filed by the Reporting Persons and amends Schedule 13D/Aas previously filed by the Reporting Persons with the Securities and Exchange Commission on December 23, 2005 (the "Schedule 13D"), relating to the Common stock, \$.01 par value (the "Common Stock") of THE DEWEY ELECTRONICS CORPORATION, a New York Corporation.

Items 3 and 5 of the Schedule 13D/A are hereby amended and restated, as follows:

### ITEM 3 SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

As of July 7, 2009, Hummingbird has caused HVF and Tarsier to invest approximately \$380,253 and \$291,178, respectively, in the Shares of the Issuer using their working capital.

### ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

(a) As investment manager of HVF and Tarsier, Hummingbird may be deemed to have the sole voting and investment authority over the Shares owned by HVF and Tarsier, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended ("Rule 13d-3"), may be deemed to be the beneficial owner of 220,546 Shares representing approximately 16.19% of the outstanding shares of the Issuer (based upon 1,362,031 shares of Common Stock outstanding as of May 6, 2009, as reported on Form 10-QSB for the period ended March 31, 2009.) Hummingbird disclaims any beneficial ownership of the Shares covered by this Statement.

HC, as the general partner of each of HVF and Tarsier, Hummingbird may be deemed to have the sole voting and investment authority over the Shares owned by HVF, Microcap Fund, and Concentrated Fund, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended ("Rule 13d-3"), may be deemed to be the beneficial owner of 220,546 Shares representing approximately 16.19% of the outstanding shares of the Issuer (based upon 1,362,031 shares of Common Stock outstanding as of May 6, 2009, as reported on Form 10-QSB for the period ended March 31, 2009.) HC disclaims any beneficial ownership of the Shares covered by this Statement.

HVF is the beneficial owner of 129,763 Shares or 9.53% of the outstanding shares of the Issuer.

Tarsier is the beneficial owner of 90,783 Shares or 6.67% of the outstanding shares of the Issuer.

(c) Hummingbird caused HVF to effect no transactions in the Shares during the past 60 days.

Hummingbird caused Tarsier to effect transactions in the Shares during

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the past 60 days as set forth below:

DATE ----	TYPE ----	NUMBER OF SHARES -----	PRICE/SHARE -----
2/17/2009	open market purchase	1,500	1.43
5/14/2009	open market purchase	4,603	1.65

(d) Inapplicable.

(e) Inapplicable.

ITEM 6 Inapplicable

ITEM 7 MATERIAL TO BE FILED AS EXHIBITS

Exhibit No. ---	Exhibit Description -----
1	Joint Filing Agreement dated July 7, 2009 by and among Hummingbird Management, LLC, Hummingbird Value Fund, L.P., The Tarsier Nanocap Value Fund LP, Hummingbird Capital, LLC, and Paul Sonkin.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: July 7, 2009

HUMMINGBIRD MANAGEMENT, LLC

By: /s/ Paul D. Sonkin

-----  
Name: Paul D. Sonkin  
Title: Managing Member

/s/ Paul D. Sonkin

-----  
PAUL D. SONKIN



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HUMMINGBIRD VALUE FUND, L.P.

By: Hummingbird Capital, LLC

By: /s/ Paul D. Sonkin

-----  
Name: Paul D. Sonkin  
Title: Managing Member

The Tarsier Nanocap Value Fund, L.P.

By: Hummingbird Capital, LLC

By: /s/ Paul D. Sonkin

-----  
Name: Paul D. Sonkin  
Title: Managing Member

HUMMINGBIRD CAPITAL, LLC

By: /s/ Paul D. Sonkin

-----  
Name: Paul D. Sonkin  
Title: Managing Member

By: /s/ Paul D. Sonkin

-----  
Name: Paul D. Sonkin

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D dated May 18, 2009, (including amendments thereto) with respect to the Common Stock of Meade Instrument Corp. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: July 7, 2009

HUMMINGBIRD MANAGEMENT, LLC

By: /s/ Paul D. Sonkin

-----  
Name: Paul D. Sonkin  
Title: Managing Member

/s/ Paul D. Sonkin

-----  
PAUL D. SONKIN

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HUMMINGBIRD VALUE FUND, L.P.

By: Hummingbird Capital, LLC

By: /s/ Paul D. Sonkin

-----  
Name: Paul D. Sonkin  
Title: Managing Member

The Tarsier Nanocap Value Fund, L.P.

By: Hummingbird Capital, LLC

By: /s/ Paul D. Sonkin

-----  
Name: Paul D. Sonkin  
Title: Managing Member

By: Hummingbird Capital, LLC

By: /s/ Paul D. Sonkin

-----  
Name: Paul D. Sonkin  
Title: Managing Member

HUMMINGBIRD CAPITAL, LLC

By: /s/ Paul D. Sonkin

-----  
Name: Paul D. Sonkin  
Title: Managing Member

By: /s/ Paul D. Sonkin

-----  
Name: Paul D. Sonkin