

ECOLOGY & ENVIRONMENT INC  
Form SC 13D/A  
April 11, 2017

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 6)\***

**Ecology and Environment, Inc.**

**(Name of Issuer)**

**Class A Common Stock, \$0.01 par value**

**(Title of Class of Securities)**

**278878103**

**(CUSIP Number)**

**Mill Road Capital II, L.P.**

**Attn: Thomas E. Lynch**

**382 Greenwich Avenue**

**Suite One**

**Greenwich, CT 06830**

**203-987-3500**

*With copies to:*

**Peter M. Rosenblum, Esq.**

**Paul Bork, Esq.**

**Foley Hoag LLP**

**Foley Hoag LLP**

**155 Seaport Blvd.**

**155 Seaport Blvd.**

**Boston, MA 02210**

**Boston, MA 02210**

**617-832-1151**

**617-832-1113**

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

**April 10, 2017**

**(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-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 §240.13d-7 for other parties to whom copies are sent.

\* 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 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP No. 278878103

13D

Page 2 of 7 Pages

## 1. Names of Reporting Persons.

Thomas E. Lynch

## 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

## 3. SEC Use Only

## 4. Source of Funds (See Instructions)

AF

## 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

## 6. Citizenship or Place of Organization

USA

## Number of 7. Sole Voting Power

Shares

## Beneficially 8. Shared Voting Power

Owned by

463,072

## Each 9. Sole Dispositive Power

Reporting

## 10. Shared Dispositive Power

Person

With

463,072

## 11. Aggregate Amount Beneficially Owned by Each Reporting Person

463,072

## 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

15.43%

14. Type of Reporting Person (See Instructions)

HC; IN

CUSIP No. 278878103

13D

Page 3 of 7 Pages

1. Names of Reporting Persons.

Scott P. Scharfman

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

USA

Number of 7. Sole Voting Power

Shares

Beneficially 8. Shared Voting Power

Owned by

463,072

Each 9. Sole Dispositive Power

Reporting

10. Shared Dispositive Power

Person

With

463,072

11. Aggregate Amount Beneficially Owned by Each Reporting Person

463,072

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

15.43%

14. Type of Reporting Person (See Instructions)

HC; IN

CUSIP No. 278878103

13D

Page 4 of 7 Pages

1. Names of Reporting Persons

Mill Road Capital II GP LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 463,072

8. Shared Voting Power

Owned by

Each 9. Sole Dispositive Power

Reporting

Person 463,072

10. Shared Dispositive Power

With

11. Aggregate Amount Beneficially Owned by Each Reporting Person

463,072

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)



13. Percent of Class Represented by Amount in Row (11)

15.43%

14. Type of Reporting Person (See Instructions)

HC; OO

CUSIP No. 278878103

13D

Page 5 of 7 Pages

1. Names of Reporting Persons.

Mill Road Capital II, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 463,072

8. Shared Voting Power

Owned by

Each 9. Sole Dispositive Power

Reporting

Person 463,072

10. Shared Dispositive Power

With

11. Aggregate Amount Beneficially Owned by Each Reporting Person

463,072

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

15.43%

14. Type of Reporting Person (See Instructions)

PN

**CUSIP No. 278878103**

This Amendment No. 6 to the joint statement on Schedule 13D with respect to the Class A Common Stock, \$0.01 par value, of Ecology and Environment, Inc., a New York corporation filed by the undersigned on July 23, 2015, as amended by Amendment No. 1 filed on October 28, 2016, by Amendment No. 2 filed on March 2, 2017, by Amendment No. 3 filed on March 9, 2017, by Amendment No. 4 filed on March 22, 2017, and by Amendment No. 5 filed on April 4, 2017 (collectively, the **Schedule 13D** ), further amends and supplements the Schedule 13D as follows:

1. Item 4 of the Schedule 13D shall hereby be amended by inserting the following paragraph between the fourteenth and fifteenth paragraphs:

On April 10, 2017, the Fund delivered a letter to the stockholders of the Issuer, attached hereto as Exhibit 24, urging them to vote the GREEN proxy card to elect the Nominees to the board of directors of the Issuer in connection with the Fund's potential solicitation of proxies in support of the Nominees.

2. Except as expressly modified hereby, all statements contained in the Schedule 13D remain unchanged.

*[signature pages follow]*

**CUSIP No. 278878103**

*Signature*

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

DATE: April 10, 2017

MILL ROAD CAPITAL II, L.P.

By: Mill Road Capital II GP LLC,  
its General Partner

By: /s/ Justin C. Jacobs  
Justin C. Jacobs  
Management Committee Director

MILL ROAD CAPITAL II GP LLC

By: /s/ Justin C. Jacobs  
Justin C. Jacobs  
Management Committee Director

THOMAS E. LYNCH

By: /s/ Justin C. Jacobs  
Justin C. Jacobs, duly authorized

SCOTT P. SCHARFMAN

By: /s/ Justin C. Jacobs  
Justin C. Jacobs, duly authorized