

RELIABILITY INC
Form SC 13D/A
August 15, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 5)¹

Reliability Incorporated

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

759903107

(CUSIP Number)

JEFFREY E. EBERWEIN

LONE STAR VALUE MANAGEMENT, LLC

53 Forest Avenue, 1st Floor

Old Greenwich, Connecticut 06870

(203) 489-9500

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

August 13, 2018

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(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 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 (“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. 759903107

1	NAME OF REPORTING PERSON																
	LONE STAR VALUE INVESTORS, LP																
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)																
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	<table border="0"> <tr> <td style="vertical-align: top;">7</td> <td>SOLE VOTING POWER</td> </tr> <tr> <td></td> <td>3,401,360</td> </tr> <tr> <td style="vertical-align: top;">8</td> <td>SHARED VOTING POWER</td> </tr> <tr> <td></td> <td>- 0 -</td> </tr> <tr> <td style="vertical-align: top;">9</td> <td>SOLE DISPOSITIVE POWER</td> </tr> <tr> <td></td> <td>3,401,360</td> </tr> <tr> <td style="vertical-align: top;">10</td> <td>SHARED DISPOSITIVE POWER</td> </tr> <tr> <td></td> <td>- 0 -</td> </tr> </table>	7	SOLE VOTING POWER		3,401,360	8	SHARED VOTING POWER		- 0 -	9	SOLE DISPOSITIVE POWER		3,401,360	10	SHARED DISPOSITIVE POWER		- 0 -
7	SOLE VOTING POWER																
	3,401,360																
8	SHARED VOTING POWER																
	- 0 -																
9	SOLE DISPOSITIVE POWER																
	3,401,360																
10	SHARED DISPOSITIVE POWER																
	- 0 -																

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

3,401,360

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

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

20.1%

14 TYPE OF REPORTING
PERSON

PN

CUSIP NO. 759903107

1	NAME OF REPORTING PERSON	
	LONE STAR VALUE CO-INVEST I, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP ^(b)	
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 6,786,588 SHARED VOTING POWER - 0 - SOLE DISPOSITIVE POWER 6,786,588 SHARED DISPOSITIVE POWER
	10	
		- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

6,786,588

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

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

40.1%

14 TYPE OF REPORTING
PERSON

PN

CUSIP NO. 759903107

1	NAME OF REPORTING PERSON	
	LONE STAR VALUE INVESTORS GP, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP ^(b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF	
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
		10,187,948
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		10,187,948
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

10,187,948

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

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

60.2%

14 TYPE OF REPORTING
PERSON

OO

CUSIP NO. 759903107

1	NAME OF REPORTING PERSON	
	LONE STAR VALUE MANAGEMENT, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)	
	(b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	CONNECTICUT	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		10,187,948
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		10,187,948
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

10,187,948
CHECK BOX IF THE
12 AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

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

60.2%
14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 759903107

1	NAME OF REPORTING PERSON	
	JEFFREY E. EBERWEIN	
2	CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP ^(b)	
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	
	USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 8 9 10	SOLE VOTING POWER 10,187,948 SHARED VOTING POWER -0- SOLE DISPOSITIVE POWER 10,187,948 SHARED DISPOSITIVE POWER -0-

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

10,187,948

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

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

60.2%

14 TYPE OF REPORTING
PERSON

IN

CUSIP NO. 759903107

The following constitutes Amendment No. 5 to the Schedule 13D filed by the undersigned ("Amendment No. 5"). This Amendment No. 5 amends the Schedule 13D as specifically set forth herein.

Item 2.

Identity and Background.

Item 2 is hereby amended and restated to read as follows:

(a) This statement is filed by:

(i) Lone Star Value Investors, LP, a Delaware limited partnership ("Lone Star Value Investors");

(ii) Lone Star Value Co-Invest I, LP, a Delaware limited partnership ("Lone Star Value Co-Invest");

(iii) Lone Star Value Investors GP, LLC, a Delaware limited liability company ("Lone Star Value GP"), which serves as the general partner of Lone Star Value Investors and Lone Star Value Co-Invest;

(iv) Lone Star Value Management, LLC, a Connecticut limited liability company ("Lone Star Value Management"), which serves as the investment manager of Lone Star Value Investors and Lone Star Value Co-Invest; and

(v) Jeffrey E. Eberwein, who serves as the manager of Lone Star Value GP and sole member of Lone Star Value Management.

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons." Each of the Reporting Persons is party to that certain Joint Filing Agreement, as further described in Item 6 of Amendment No. 4 to the Schedule 13D. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The address of the principal office of each of Lone Star Value Investors, Lone Star Value Co-Invest, Lone Star Value GP, Lone Star Value Management and Mr. Eberwein is 53 Forest Avenue, 1st Floor, Old Greenwich, Connecticut 06870.

(c) The principal business of Lone Star Value Investors and Lone Star Value Co-Invest is investing in securities. The principal business of Lone Star Value GP is serving as the general partner of Lone Star Value Investors and Lone Star Value Co-Invest. The principal business of Lone Star Value Management is serving as the investment manager of Lone Star Value Investors and Lone Star Value Co-Invest. The principal occupation of Mr. Eberwein is serving as the manager of Lone Star Value GP and the sole member of Lone Star Value Management.

(d) No Reporting Person, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

CUSIP NO. 759903107

(e) Other than as set forth herein, no Reporting Person has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Lone Star Value Management and Mr. Eberwein are each subject to a Securities and Exchange Commission (“SEC”) administrative order, dated February 14, 2017 (File No. 3-17847), relating to alleged violations of Section 13(d) of the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules promulgated thereunder, including failing to disclose the members of a stockholder group, and further allegations that Mr. Eberwein violated Section 16(a) of the Exchange Act and the rules promulgated thereunder, including failing to timely file initial statements of beneficial ownership on Form 3 and changes thereto on Form 4. Without admitting or denying any violations, (i) Lone Star Value Management agreed to cease and desist from committing or causing any violations of Section 13(d) of the Exchange Act and Rules 13d-1 and 13d-2 promulgated thereunder, and paid a civil penalty of \$120,000 to the SEC and (ii) Mr. Eberwein agreed to cease and desist from committing or causing any violations of (x) Section 13(d) of the Exchange Act and Rules 13d-1 and 13d-2 promulgated thereunder and (y) Section 16(a) of the Exchange Act and Rules 16a-2 and 16a-3 promulgated thereunder, and paid a civil penalty to the SEC in the amount of \$90,000.

(f) Mr. Eberwein is a citizen of the United States of America.

Item 3.

Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The shares of Common Stock beneficially owned by Lone Star Value Investors were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). Lone Star Value Investors purchased the 3,401,360 shares of Common Stock it beneficially owns in a private transaction with the Issuer for \$50,000 on January 15, 2014.

The shares of Common Stock beneficially owned by Lone Star Value Co-Invest were transferred to Lone Star Value Co-Invest, an entity of which Mr. Eberwein is the sole investor and sole owner, on October 7, 2016 from the Jeffrey E. Eberwein Revocable Trust U/A 10-01-2010 (the “Eberwein Trust”). The 6,786,588 shares of Common Stock transferred to Lone Star Value Co-Invest from the Eberwein Trust were initially purchased from the Issuer for an aggregate purchase price of \$100,000 pursuant to a Stock Purchase Agreement by and between the Issuer and Mr. Eberwein dated as of October 1, 2013.

Item 5.

Interest in Securities of the Issuer.

Items 5(a) – (c) are hereby amended and restated to read as follows:

The aggregate percentage of shares of Common Stock reported owned by each person named herein is based upon 16,914,693 shares of Common Stock outstanding, as of August 4, 2018 which is the total number of shares of Common Stock outstanding as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2018.

A. Lone Star Value Investors

- (a) As of the close of business on the date hereof, Lone Star Value Investors beneficially owned 3,401,360 shares of Common Stock.

Percentage: Approximately 20.1%

CUSIP NO. 759903107

- (b) 1. Sole power to vote or direct vote: 3,401,360
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 3,401,360
- 4. Shared power to dispose or direct the disposition: 0

- (c) Lone Star Value Investors has not entered into any transactions in the shares of Common Stock within the past 60 days.

B. Lone Star Value Co-Invest

- (a) As of the close of business on the date hereof, Lone Star Value Co-Invest beneficially owned 6,786,588 shares of Common Stock.

Percentage: 40.1%

- (b) 1. Sole power to vote or direct vote: 6,786,588
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 6,786,588
- 4. Shared power to dispose or direct the disposition: 0

- (c) Lone Star Value Co-Invest has not entered into any transactions in the shares of Common Stock within the past 60 days.

C. Lone Star Value GP

- (a) Lone Star Value GP, as the general partner of Lone Star Value Investors and Lone Star Value Co-Invest, may be deemed the beneficial owner of the (i) 3,401,360 shares of Common Stock owned by Lone Star Value Investors and (ii) 6,786,588 shares of Common Stock owned by Lone Star Value Co-Invest.

Percentage: Approximately 60.2%

- (b) 1. Sole power to vote or direct vote: 10,187,948
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 10,187,948
- 4. Shared power to dispose or direct the disposition: 0

(c) Lone Star Value GP has not entered into any transactions in the shares of Common Stock during the past 60 days.

D. Lone Star Value Management

Lone Star Value Management, as the investment manager of Lone Star Value Investors and Lone Star Value (a) Co-Invest, may be deemed the beneficial owner of the (i) 3,401,360 shares of Common Stock owned by Lone Star Value Investors and (ii) 6,786,588 shares of Common Stock owned by Lone Star Value Co-Invest.

Percentage: Approximately 60.2%

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- (b) 1. Sole power to vote or direct vote: 10,187,948
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 10,187,948
- 4. Shared power to dispose or direct the disposition: 0

- (c) Lone Star Value Management has not entered into any transactions in the shares of Common Stock during the past 60 days.

E.Mr. Eberwein

- (a) Mr. Eberwein, as the manager of Lone Star Value GP and sole member of Lone Star Value Management, may be deemed the beneficial owner of the (i) 3,401,360 shares of Common Stock owned by Lone Star Value Investors and (ii) 6,786,588 shares of Common Stock owned by Lone Star Value Co-Invest.

Percentage: Approximately 60.2%

- (b) 1. Sole power to vote or direct vote: 10,187,948
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 10,187,948
- 4. Shared power to dispose or direct the disposition: 0

- (c) Mr. Eberwein has not entered into any transactions in the shares of Common Stock during the past 60 days.

The Reporting Persons, as members of a “group” for the purposes of Section 13(d)(3) of the Exchange Act may be deemed the beneficial owner of the shares of Common Stock directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such shares of Common Stock except to the extent of his or its pecuniary interest therein.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.
Item 6 is hereby amended to add the following:

On August 13, 2018, the Issuer issued a Promissory Note (the “2018 Note”) in the principal amount of \$15,000 to Lone Star Value Co-Invest. Under the terms of the 2018 Note, interest on the outstanding principal amount accrues at the rate of 10.0% per annum, and all amounts outstanding under the 2018 Note are due and payable on or before August 31, 2021. The foregoing description of the 2018 Note is qualified in its entirety by reference to the full text of the 2018 Note, which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.
Item 7 is hereby amended to add the follow exhibit:

99.1

Promissory Note, dated August 13, 2018.

CUSIP NO. 759903107

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 15, 2018

Lone Star Value Investors, LP

Lone Star Value Investors
GP, LLC
By:
General Partner

By: /s/ Jeffrey E. Eberwein
Name: Jeffrey E. Eberwein
Title: Manager

Lone Star Value Co-Invest I,
LP

Lone Star Value Investors
GP, LLC
By:
General Partner

By: /s/ Jeffrey E. Eberwein
Name: Jeffrey E. Eberwein
Title: Manager

Lone Star Value Investors GP,
LLC

By: /s/ Jeffrey E. Eberwein

Name: Jeffrey E. Eberwein
Title: Manager

Lone Star Value Management,
LLC

By: /s/ Jeffrey E. Eberwein
Name: Jeffrey E. Eberwein
Title: Sole Member

/s/ Jeffrey E. Eberwein
JEFFREY E. EBERWEIN