

Edgar Filing: SPIRE Corp - Form SC 13G/A

SPIRE Corp
Form SC 13G/A
January 21, 2015

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)
Information statement pursuant to Rules 13d-1 and 13d-2

Under the Securities Exchange Act of 1934
(Amendment No.3)

Spire Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

848565107
(CUSIP Number)

Date of Event Which Requires Filing of this Statement: December 31, 2014

*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 the disclosures provided in a prior cover page.

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 ("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. 848565107 13G

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Royce & Associates, LLC 52-2343049

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF 5 SOLE VOTING POWER

SHARES 855,923

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY

EACH 7 SOLE DISPOSITIVE POWER

REPORTING 855,923

PERSON 8 SHARED DISPOSITIVE POWER

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 855,923

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.3%

12 TYPE OF REPORTING PERSON

IA

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CUSIP No. 848565107 13G

Item 1(a) Name of Issuer:
Spire Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:

Chief Financial Officer

One Patriots Park

Bedford, MA 1730

Item 2(a) Name of Persons Filing:

Royce & Associates, LLC

Item 2(b) Address of Principal Business Office, or, if None, Residence:

745 Fifth Avenue, New York, NY 10151

Item 2(c) Citizenship:

New York Corporation

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

848565107

Item 3 If this statement is filed pursuant to rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

(a) ☐ Broker or Dealer registered under Section 15 of the Act

(b) ☐ Bank as defined in Section 3(a)(6) of the Act

(c) ☐ Insurance Company as defined in Section 3(a)(19) of the Act

(d) ☐ Investment Company registered under Section 8 of the Investment Company Act

(e) ☒ Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940

(f) ☐ Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund

(g) ☐ Parent Holding Company, in accordance with Rule 13d-1 (b) (ii) (G)

(h) ☐ Group

CUSIP No. 848565107 13G

Item 4 Ownership

(a) Amount Beneficially Owned:

855,923

(b) Percent of Class:

9.3%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote

855,923

(ii) shared power to vote or to direct the vote

(iii) sole power to dispose or to direct the disposition of

855,923

(iv) shared power to dispose or to direct the disposition of

Item 5 Ownership of Five Percent or Less of a Class. []

Item 6 Ownership of More than Five Percent on Behalf of Another Person.

Various Accounts managed by Royce & Associates, LLC, have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of shares of the issuer.

The interest of one account, Royce Opportunity Fund an investment company registered under the Investment Company Act of 1940 and managed by Royce & Associates, LLC, amounted to 675,600 shares or 7.34% of the total shares outstanding.

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Item 7 Identification and Classification of the Subsidiary Which Acquired The Security Being Reported on by the Parent Holding Company.

NOT APPLICABLE

Item 8 Identification and Classification of Members of the Group.

NOT APPLICABLE

Item 9 Notice of Dissolution of Group.

NOT APPLICABLE

CUSIP No. 848565107 13G

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

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

Date: January 21, 2015

By: John E. Denneen, Secretary

nt Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

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 ("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).

SCHEDULE 13G

CUSIP NO. 458629102

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Pinnacle China Fund, L.P., a Texas limited partnership
20-3358646

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..

(b) p

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

NUMBER OF 5 SOLE VOTING POWER

SHARES 1,679,200 shares of Common Stock

BENEFICIALLY 6 SHARED VOTING POWER

0

OWNED BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING 1,679,200 shares of Common Stock

PERSON WITH 8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,679,200 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.9% (See Item 4)

12 TYPE OF REPORTING PERSON

PN

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CUSIP NO. 458629102

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

The Pinnacle Fund, L.P., a Texas limited partnership
75-2512784

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..

(b) b

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

NUMBER OF 5 SOLE VOTING POWER

SHARES 1,679,200 shares of Common Stock

BENEFICIALLY 6 SHARED VOTING POWER

0

OWNED BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING 1,679,200 shares of Common Stock

PERSON WITH 8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,679,200 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.9% (See Item 4)

12 TYPE OF REPORTING PERSON

PN

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CUSIP NO. 458629102

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Barry M. Kitt

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..

(b) p

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 5 SOLE VOTING POWER

SHARES 3,358,400 shares of Common Stock

BENEFICIALLY 6 SHARED VOTING POWER

0

OWNED BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING 3,358,400 shares of Common Stock

PERSON WITH 8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,358,400 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.8% (See Item 4)

12 TYPE OF REPORTING PERSON

IN

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CUSIP NO. 458629102

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Item 1(a).

Name of Issuer:

China Valves Technology, Inc. (the "Issuer")

Item 1(b).

Address of Issuer's Principal Executive Offices:

No. 93 West Xinsong Road
Kaifeng City, Henan Province
The People's Republic of China 475002

Items 2(a),
(b) and (c).

Name of Persons Filing, Address of Principal Business Office and Citizenship:

This Amendment No. 1 to Schedule 13G is being filed on behalf of Pinnacle China Fund, L.P. ("Pinnacle China"), The Pinnacle Fund, L.P. ("Pinnacle") and Barry M. Kitt, as joint filers (collectively, the "Reporting Persons").

The Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed with this Amendment No. 1 to Schedule 13G as Exhibit 1, pursuant to which the Reporting Persons have agreed to file this Amendment No. 1 to Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended.

The principal business office of the Reporting Persons is 4965 Preston Park Blvd., Suite 240, Plano, TX 75093. For citizenship, see Item 4 of each cover page.

Item 2(d).

Title of Class of Securities:

Common Stock, par value \$0.001 per share (the "Common Stock")

Item 2(e).

CUSIP Number:

458629102

Item 3.

Not applicable

Item 4.

Ownership.

(a)

Amount beneficially owned:

3,358,400 shares of Common Stock*

(b)

Percent of class:

Based on 34,141,325 shares of Common Stock of the Issuer outstanding, the Reporting Persons hold approximately 9.8%* of the issued and outstanding Common Stock of the Issuer.

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(c) Number of shares to which such person has:

(i) Sole power to vote or direct the vote: 3,358,400 shares of Common Stock*

(ii) Shared power to vote or direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 3,358,400 shares of Common Stock*

(iv) Shared power to dispose of or direct the disposition of: 0

*This statement is filed on behalf of Pinnacle, Pinnacle China and Barry M. Kitt. Pinnacle Advisers, L.P. ("Advisers") is the general partner of Pinnacle. Pinnacle Fund Management, LLC ("Management") is the general partner of Advisers. Mr. Kitt is the sole member of Management. Pinnacle China Advisers, L.P. ("China Advisers") is the general partner of Pinnacle China. Pinnacle China Management, LLC ("China Management") is the general partner of China Advisers. Kitt China Management, LLC ("China Manager") is the manager of China Management. Mr. Kitt is the manager of China Manager. Mr. Kitt may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by Pinnacle and Pinnacle China. Mr. Kitt expressly disclaims beneficial ownership of all shares of Common Stock beneficially owned by Pinnacle and Pinnacle China.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported By the Parent Holding Company.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of a Group.

Not applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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.

Dated: February 11, 2010

PINNACLE CHINA FUND, L.P.

By: Pinnacle China Advisers, L.P., its general partner
By: Pinnacle China Management, LLC, its general partner
By: Kitt China Management, LLC, its manager
By: /s/ Barry M. Kitt
Barry M. Kitt, its manager

THE PINNACLE FUND, L.P.

By: Pinnacle Advisers, L.P., its general partner
By: Pinnacle Fund Management, LLC, its general partner
By: /s/ Barry M. Kitt
Barry M. Kitt, its sole member

/s/ Barry M. Kitt
Barry M. Kitt

pt; margin-top:0pt; margin-left:0.75in;text-align:left;'>(See also Item 4)

Item 8. Identification and Classification of Members of the Group

Not Applicable (See also Item 4)

Item 9. Notice of Dissolution of Group

Not Applicable

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Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

This report shall not be construed as an admission by the persons filing the report that they are the beneficial owner of any securities covered by this report.

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.

Dated: January 31, 2007

Franklin Resources, Inc.

Charles B. Johnson

Rupert H. Johnson, Jr.

Templeton Growth Fund, Inc.

By: /s/BARBARA J. GREEN

Barbara J. Green
Vice President, Deputy General Counsel,
and Secretary of Franklin Resources, Inc.

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Attorney-in-Fact for Charles B. Johnson pursuant to Power of Attorney attached to this Schedule 13G

Attorney-in-Fact for Rupert H. Johnson, Jr. pursuant to Power of Attorney attached to this Schedule 13G

Vice President and Assistant Secretary of the Templeton Growth Fund, Inc.

Templeton Global Advisors Limited

By: /s/GREGORY E. MCGOWAN

Gregory E. McGowan

Executive Vice President and Secretary of

Templeton Global Advisors Limited

EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other of the attached statement on Schedule 13G and to all amendments to such statement and that such statement and all amendments to such statement are made on behalf of each of them.

IN WITNESS WHEREOF, the undersigned have executed this agreement on

January 31, 2007.

Franklin Resources, Inc.

Charles B. Johnson

Rupert H. Johnson, Jr.

Templeton Growth Fund, Inc.

By: /s/BARBARA J. GREEN

Barbara J. Green
Vice President, Deputy General Counsel,
and Secretary of Franklin Resources, Inc.

Attorney-in-Fact for Charles B. Johnson pursuant to Power of Attorney attached to this Schedule 13G

Attorney-in-Fact for Rupert H. Johnson, Jr. pursuant to Power of Attorney attached to this Schedule 13G

Vice President and Assistant Secretary of the Templeton Growth Fund, Inc.

Templeton Global Advisors Limited

By: /s/GREGORY E. MCGOWAN

Gregory E. McGowan

Executive Vice President and Secretary of

Templeton Global Advisors Limited

CUSIP NO. «CUSIP»

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EXHIBIT B

POWER OF ATTORNEY

CHARLES B. JOHNSON hereby appoints BARBARA J. GREEN his true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13G or 13D, any amendments thereto or any related documentation which may be required to be filed in his individual capacity as a result of his position as an officer, director or shareholder of Franklin Resources, Inc. and, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof.

Date: 9-11-03

/s/Charles B. Johnson

Charles B. Johnson

POWER OF ATTORNEY

RUPERT H. JOHNSON hereby appoints BARBARA J. GREEN his true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13G or 13D, any amendments thereto or any related documentation which may be required to be filed in his individual capacity as a result of his position as an officer, director or shareholder of Franklin Resources, Inc. and, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof.

Date: Sept 4, 2003

/s/Rupert H. Johnson, Jr.

Rupert H. Johnson

CUSIP NO. «CUSIP»

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Exhibit C

Templeton Global Advisors Limited	Item 3 Classification: 3(e)
Templeton Investment Counsel, LLC	Item 3 Classification: 3(e)
Franklin Templeton Investments (Asia) Limited	Item 3 Classification: 3(e)
Franklin Advisers, Inc.	Item 3 Classification: 3(e)
Franklin Templeton Investment Management Limited	Item 3 Classification: 3(e)
Fiduciary Trust Company International	Item 3 Classification: 3(b)