

IMAGE SENSING SYSTEMS INC
Form SC 13D
June 05, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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.)*

Image Sensing Systems, Inc.

(Name of Issuer)

Common Stock, \$0.1 par value

(Title of Class of Securities)

45244C104

Edgar Filing: IMAGE SENSING SYSTEMS INC - Form SC 13D

(CUSIP Number)

AB Value Management LLC

84 Elm Street

Westfield, NJ 07090

732-701-7008

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

May 26, 2015

(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 Section 240.13d-7 for other parties to whom copies are to be 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 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.)

(Continued of following pages)

Edgar Filing: IMAGE SENSING SYSTEMS INC - Form SC 13D

CUSIP No. 45244C104

1. Name of Reporting Person

AB Value Partners, LP

2. Check the Appropriate Box (a) ☐
if a Member of a Group (b) ☐

3. S.E.C. Use Only

4. Source of Funds

WC

5. Check box if disclosure of legal proceedings is required
pursuant to items 2(D) or 2(E): / /

6. Citizenship or Place of Organization

Edgar Filing: IMAGE SENSING SYSTEMS INC - Form SC 13D

NEW JERSEY

Number of Shares	(7)	Sole Voting Power	0
Beneficially	(8)	Shared Voting Power	187,841
Owned by Each	(9)	Sole Dispositive Power	0
Reporting Person	(10)	Shared Dispositive Power	187,841

11. Aggregate Amount Beneficially Owned by Each Reporting Person

187,841

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

☐

13. Percent of Class Represented by Amount in Row 11

3.75%

14. Type of Reporting Person PN

Edgar Filing: IMAGE SENSING SYSTEMS INC - Form SC 13D

CUSIP No. 45244C104

1. Name of Reporting Person

AB Value Management LLC

2. Check the Appropriate Box (a) ☐
if a Member of a Group (b) ☐

3. S.E.C. Use Only

4. Source of Funds

WC

5. Check box if disclosure of legal proceedings is required
pursuant to items 2(D) or 2(E): / /

6. Citizenship or Place of Organization

Edgar Filing: IMAGE SENSING SYSTEMS INC - Form SC 13D

DELAWARE

Number of Shares	(7)	Sole Voting Power	0
Beneficially	(8)	Shared Voting Power	330,730 *
Owned by Each	(9)	Sole Dispositive Power	0
Reporting Person	(10)	Shared Dispositive Power	330,730 *

11. Aggregate Amount Beneficially Owned by Each Reporting Person

330,730 *

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

☐

13. Percent of Class Represented by Amount in Row 11

6.61%

14. Type of Reporting Person CO

* Consists of the Shares owned directly by AB Value Partners and the Managed Account.

Edgar Filing: IMAGE SENSING SYSTEMS INC - Form SC 13D

CUSIP No. 45244C104

1. Name of Reporting Person

Andrew Berger

2. Check the Appropriate Box (a) ☐
if a Member of a Group (b) ☐

3. S.E.C. Use Only

4. Source of Funds

AF

5. Check box if disclosure of legal proceedings is required
pursuant to items 2(D) or 2(E): / /

6. Citizenship or Place of Organization

Edgar Filing: IMAGE SENSING SYSTEMS INC - Form SC 13D

United States of America

Number of Shares	(7)	Sole Voting Power	0
Beneficially	(8)	Shared Voting Power	330,730 *
Owned by Each	(9)	Sole Dispositive Power	0
Reporting Person	(10)	Shared Dispositive Power	330,730 *

11. Aggregate Amount Beneficially Owned by Each Reporting Person

330,730 *

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

☐

13. Percent of Class Represented by Amount in Row 11

6.61%

14. Type of Reporting Person IN

Edgar Filing: IMAGE SENSING SYSTEMS INC - Form SC 13D

* Consists of the Shares owned directly by AB Value Partners and the Managed Account.

CUSIP NO. 45244C104

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

Item 1. Security and Issuer.

This statement relates to the Common Stock, \$.01 par value (the "Common Stock" or the "Shares"), of Image Sensing Systems, Inc. (the "Issuer"), whose principal executive offices are located at 500 Spruce Tree Centre, 1600 University Avenue West, St. Paul, MN 55104.

Item 2. Identity and Background.

(a) This statement is filed by:

(i) AB Value Partners, LP, a New Jersey limited partnership ("AB Value Partners");

(ii) AB Value Management LLC, a Delaware limited liability company ("AB Value Management"), who manages each of AB Value Partners and a Managed Account;

(iii) Andrew Berger ("Mr. Berger"), who serves as the managing member of AB 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. Accordingly, the

Edgar Filing: IMAGE SENSING SYSTEMS INC - Form SC 13D

Reporting Persons are hereby filing a joint Schedule 13D.

(b) The addresses of the principal offices of each of the Reporting Persons are as follows: 84 Elm Street, Westfield, New Jersey 07090.

(c) The principal business of AB Value Partners is investing in securities. The principal business of AB Value Management is to manage AB Value Partners. The principal occupation of Mr. Berger is serving as the managing member of AB Value Management.

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

(e) 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.

(f) AB Value Management is organized under the laws of the State of Delaware. AB Value Partners is organized under the laws of the State of New Jersey. Mr. Berger is a citizen of the United States of America.

Edgar Filing: IMAGE SENSING SYSTEMS INC - Form SC 13D

CUSIP No. 45244C104

Item 3. Source and Amount of Funds or Other Consideration.

The aggregate purchase price of the 330,730 Shares beneficially owned by the AB Value Partners and AB Value Management is approximately \$986,052. The Shares beneficially owned by AB Value Partners and AB Value Management were acquired with working capital.

AB Value Partners and AB Value Management effect purchases of securities primarily through margin accounts maintained for them with prime brokers, which may extend margin credit to them as and when required to open or carry positions in the margin accounts, subject to applicable federal margin regulations, stock exchange rules and the prime brokers' credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the accounts.

Item 4. Purpose of Transaction.

The Reporting Persons purchased the Shares based on the Reporting Persons' belief that the Shares, when purchased, were undervalued and represented an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of Shares at prices that would make the purchase or sale of Shares desirable, the Reporting Persons may endeavor to increase or decrease their position in the Issuer through, among other things, the purchase or sale of Shares on the open market or in private transactions or otherwise, on such terms and at such times as the Reporting Persons may deem advisable.

No Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon completion of any of the actions discussed herein. The Reporting Persons intend to review their investment in the Issuer on a continuing basis and may from time to time engage in discussions with management and the board of directors of the Issuer concerning the business, operations and future plans of the Issuer.

Depending on various factors including, without limitation, the Issuer's financial position and investment strategy, the price levels of the Shares,

conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, making proposals to the Issuer concerning changes to the capitalization, ownership structure, board structure or operations of the Issuer, purchasing or proposing to purchase additional Shares, selling some or all of their Shares, engaging in short selling of or any hedging or similar transaction with respect to the Shares or changing their intention with respect to any and all matters referred to in Item 4.

CUSIP No.

45244C104

Item 5. Interest in Securities of the Issuer.

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon approximately 5,005,803 Shares issued and outstanding, which is the total number of Shares outstanding as of May 1, 2015, as reported in Issuer's 10-Q filed with the Securities and Exchange Commission on May 14, 2015.

As of the close of business on June 5, 2015, AB Value Partners directly owned 187,841 Shares, constituting approximately 3.75% of the Shares outstanding. By virtue of their relationships with AB Value Partners discussed in further detail in Item 2, each of AB Value Management and Mr. Berger may be deemed to beneficially own the Shares owned by AB Value Partners.

As of the close of business on June 5, 2015, AB Value Management had caused the Managed Account to directly own 142,889 Shares, constituting approximately 2.85% of the Shares outstanding. By virtue of their relationships with AB Value Management discussed in further detail in Item 2, each of AB Value Management and Mr. Berger may be deemed to beneficially own the Shares owned by AB Value Management and the Managed Account.

(b) Each of the AB Value Partners, AB Value Management and Mr. Berger share the power to vote and dispose of the Shares beneficially owned, respectively, by AB Value Partners and AB Value Management.

(c) Schedule A annexed hereto lists all transactions in securities of the Issuer during the past sixty days by the Reporting Persons. All of such transactions were effected in the open market.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or

proceeds from the sale of, the Shares.

(e) Not applicable.

The filing of this Schedule 13D shall not be construed as an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any of the Shares reported herein. Each of the Reporting Persons specifically disclaims beneficial ownership of the Shares reported herein that are not beneficially owned by such Reporting Person.

CUSIP No.

45244C104

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

On June 5, 2015, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to securities of the Issuer, to the extent required by applicable law. A copy of this agreement is attached as an exhibit hereto and is incorporated herein by reference.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

99.1 Joint Filing Agreement by and among AB Value Partners LP, AB Value Management LLC, and Andrew Berger, dated June 5, 2015.

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: June 5, 2015

AB Value Partners, LP

By: AB Value Management LLC

General Partner

By: /s/ Andrew Berger
Name: Andrew Berger
Title Manager

AB Value Management LLC

By: /s/ Andrew Berger
Name: Andrew Berger
Title Manager

/s/ Andrew Berger
Name: Andrew Berger

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 June 5, 2015 (including amendments thereto) with respect to the Common Stock of Pulse Electronics Corporation. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: June 5, 2015

AB Value Partners, LP

By: AB Value Management LLC

General Partner

By: /s/ Andrew Berger

Name: Andrew Berger

Title Manager

AB Value Management LLC

By: /s/ Andrew Berger

Name: Andrew Berger

Title Manager

/s/ Andrew Berger
Name: Andrew Berger

Schedule A

Transactions in the securities of the Issuer During the Last 60 Days

Class of Security	Securities Purchased / (Sold)	Price Per Share*	Date of Purchase/ Sale
AB Value Partners, LP			
Common Stock	111,235	2.9704	5/15/2015
Common Stock	4,139	2.9017	5/18/2015
Common Stock	7,500	2.9284	5/19/2015
Common Stock	9,564	2.923	5/20/2015
Common Stock	550	2.95	5/21/2015
Common Stock	1,000	2.95	5/22/2015
Common Stock	14,003	2.9119	5/26/2015
Common Stock	488	2.9	5/27/2015
Common Stock	3,640	2.948	5/27/2015
Common Stock	7,650	2.95	5/28/2015
Common Stock	2,453	3	5/29/2015
Common Stock	16,119	3.0106	6/1/2015
Common Stock	550	3.035	6/2/2015
Common Stock	8,150	3.0337	6/4/2015

*This price reported is a weighted average price.

Edgar Filing: IMAGE SENSING SYSTEMS INC - Form SC 13D

Class of Security	Securities Purchased / (Sold)	Price Per Share*	Date of Purchase/ Sale
	AB Value Management LLC		
Common Stock	74,156	2.9704	5/15/2015
Common Stock	2,758	2.9017	5/18/2015
Common Stock	5,000	2.9284	5/19/2015
Common Stock	6,375	2.923	5/20/2015
Common Stock	550	2.95	5/21/2015
Common Stock	1,000	2.95	5/22/2015
Common Stock	14,002	2.9119	5/26/2015
Common Stock	487	2.9	5/27/2015
Common Stock	3,640	2.948	5/27/2015
Common Stock	7,650	2.95	5/28/2015
Common Stock	2,452	3	5/29/2015
Common Stock	16,119	3.0106	6/1/2015
Common Stock	550	3.035	6/2/2015
Common Stock	8,150	3.0337	6/4/2015

*This price reported is a weighted average price.