

CONCIERGE TECHNOLOGIES INC
Form SC 13D/A
December 19, 2016

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Concierge Technologies, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

206065203
(CUSIP Number)

Nicholas Daniel Gerber
C/O USCF Advisers LLC
1999 Harrison Street, Suite 1530
Oakland, CA 94612
925-297-9465
(Name, address and telephone number of person
authorized to receive notices and communications)

December 9, 2016
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 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.

*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 on the remainder of this cover page shall not be deemed to be "filed" for 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. 206065203 SCHEDULE 13D Page 1 of 8 Pages

NAME OF REPORTING PERSONS

1 NICHOLAS AND MELINDA
GERBER LIVING TRUST
CHECK THE APPROPRIATE BOX
2 IF A MEMBER OF A GROUP
(a)
(b)
3 SEC USE ONLY

SOURCE OF FUNDS

4 PF

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

CITIZENSHIP OR PLACE OF
ORGANIZATION

6 United States of America

SOLE VOTING POWER

NUMBER OF ⁷ 0

SHARED VOTING POWER

SHARES
BENEFICIALLY ⁸ 543,900,080

SOLE DISPOSITIVE POWER

OWNED BY
EACH ⁹ 0

SHARED DISPOSITIVE POWER

REPORTING
PERSON WITH ¹⁰ 543,900,080

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

543,900,080 (See Item 5)

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

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

47.34% (See Item 5)

14 TYPE OF REPORTING PERSON
OO

1

CUSIP No. 206065203 SCHEDULE 13D Page 2 of 8 Pages

NAME OF REPORTING PERSONS

1 NICHOLAS DANIEL GERBER

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2 (a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4 PF

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
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14 TYPE OF REPORTING PERSON
IN

2

SCHEDULE 13D

Item 1.

Security and Issuer

This statement on Schedule 13D (the "Statement") relates to the shares of common stock, par value \$0.001 per share (the "Common Stock") and shares of Series B Voting, Convertible Preferred Stock, par value \$0.001 per share, each of which is convertible into 20 shares of Common Stock and, until converted, has 20 votes on all matters brought before the Issuer's shareholders (the "Series B Preferred Stock" and together with the Common Stock, the "Shares"), of Concierge Technologies, Inc. (the "Issuer") by each of the reporting persons named herein (each, individually, a "Reporting Person" and collectively the "Reporting Persons").

The address of the principal executive offices of the Issuer is 29115 Valley Center Rd. #K-206, Valley Center, CA 92082.

Item 2.

Identity and Background

(a) This statement on Amendment Number 1 to Schedule 13D is being filed jointly by the following persons:

(1) The Nicholas and Melinda Gerber Living Trust (the "Gerber Trust") is a trust organized under the laws of the state of California. The situs of the Gerber Trust is California. The principal business of the Gerber Trust is to manage and hold investments for the benefit of the Gerber Trust's beneficiaries. The address of the principal office of the Gerber Trust, Trustee is 1999 Harrison Street, Suite 1530, Oakland, CA 94612.

(2) Nicholas Daniel Gerber, a United States citizen, is the Chairman, President and Principal Executive Officer of Concierge Technologies, Inc. and the Chairman, President and Principal Executive Officer at USCF Advisers LLC. The principal business and office address for Mr. Gerber is business address is 1999 Harrison Street, Suite 1530, Oakland, CA 94612.

(b) This filing is an amendment to the previous joint filing by Reporting Persons with the Schoenberger Family Trust and Scott Schoenberger on its own behalf (collectively, "Schoenberger"). The Reporting Persons disclaims the existence of a "group" with Schoenberger. Schoenberger is filing its own Amendment 1 to Schedule 13D separately from the current filing.

(c) During the last five years, none of the Reporting Persons has been:

- (1) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or
- (2) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which proceeding such Reporting Person is or was 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.

Item3.

Source and Amount of Funds or Other Consideration

(1) The Reporting Person acquired 266,666,667 Common Stock Shares and 21,634,332 shares of Series B Preferred Stock pursuant to the Purchase Agreement discussed in Item 4 (1) below. The funds to purchase were derived from the personal funds of the Reporting Persons. An aggregate of \$3,000,000.00 USD was paid to acquire the shares as previously reported. On December 15, 2015, the Issuer effected a one for ten reverse stock split of its Common Stock and Series B Preferred Stock (the "Stock Split"). As a result of the Stock Split, the Reporting Person now owns 26,666,667 shares of Common Stock and 2,163,433 shares of Series B Preferred Stock.

(2) The consideration for the acquisition of the additional shares reported herein was a stock for stock exchange pursuant to the Stock Purchase Agreement with Wainwright Holdings, Inc. dated September 19, 2016, described further in Item 4(2) below. The Reporting Person exchanged 100% of its ownership in Wainwright Holdings, Inc. for 286,882,373 shares of Common Stock and 9,354,119 shares of Series B Preferred Stock.

Item4.

Purpose of Transaction

(1) On January 26, 2015, the Reporting Persons entered into a Stock Purchase Agreement (the "Purchase Agreement") with the Issuer, whereby the Issuer agreed to issue and sell an aggregate 400,000,000 shares of Common Stock at a purchase price of \$0.0029 per share and 32,451,499 shares of Series B Preferred Stock at a purchase price of \$0.0567 per share, for an aggregate purchase price of \$3,000,000 USD (the "Offering"). Each share of Series B Preferred Stock is convertible, at the option of the Reporting Person, into 20 shares of Common Stock 270 days after its issuance; provided, however, that all shares of Series B Preferred Stock must be converted by the holder at the same time, and such conversion may only occur at a time when the Issuer has sufficient authorized shares of Common Stock under its articles of incorporation to satisfy such conversion. Until converted, each share of Series B Preferred Stock may cast 20 votes on all matters brought before the Issuer's shareholders.

To effect the purchase, the Issuer entered into a subscription agreement for its Common Stock with the Reporting Person, whereby the Issuer issued 266,666,667 shares of Common Stock to the Gerber Trust. The Issuer also entered into a subscription agreement for its Series B Preferred stock with the Gerber Trust, whereby the Issuer issued 21,634,332 shares of Preferred Stock shares of Series B Preferred Stock to the Gerber Trust. On December 15, 2015, the Issuer effected a one for ten reverse stock split of its Common Stock and Series B Preferred Stock. As a result of the Stock Split, the Reporting Person owns 26,666,667 shares of Common Stock and 2,163,433 shares of Series B Preferred Stock.

The purpose of the Reporting Persons' entry into the Purchase Agreement was for the Reporting Persons to acquire control of the Issuer, reorganize the Issuer's board of directors (the "Board") to reduce outstanding debt, and provide capital to fund the Issuer's immediate working capital requirements. Pursuant to the Purchase Agreement, Mr. Gerber was appointed as Chairman of the Board and Chief Executive Officer of the Issuer.

(2) On September 19, 2016, the Issuer, entered into a conditional Stock Purchase Agreement (the "Agreement"), with Wainwright Holdings, Inc., a Delaware corporation ("Wainwright") and certain shareholders of Wainwright (the "Sellers"), pursuant to which the Sellers conditionally agreed to sell, and the Company conditionally agreed to purchase, shares representing approximately 97% of the total issued and outstanding common stock of Wainwright (the "Wainwright Shares"). If the Company acquires 100% of the issued and outstanding shares of Wainwright, based on a valuation of \$85 million and a per share price of Company common stock of \$0.085, the Company will issue 818,799,976 shares of Company common stock and 9,354,118.85 shares of Company preferred stock in exchange for the Wainwright shares. A copy of the Agreement, as set forth in Item 7 is incorporated herein by reference.

As a result of the Closing, on December 9, 2016, the current shareholders of Wainwright became shareholders of the Issuer. The Reporting Persons owned the majority of the Wainwright Shares as well as the Issuer's voting shares, and will continue own the majority of the Company's voting shares following the Closing.

At Closing, the Issuer issued to the Reporting Person 286,882,373 shares of Issuers Common Stock and 9,354,119 shares of Series B Preferred Stock ("Newly Acquired Shares") in exchange for the Reporting Person's pro-rata ownership of the Wainwright Shares.

(3) The Reporting Persons currently hold the shares of Common Stock and Series B Preferred Stock reported herein for the purpose of investment and influencing management, and intends to review this investment on a continuing basis. Depending on various factors, including but not limited to the Reporting Persons' business, financial position, strategic direction and prospects, price levels of the Common Stock or Series B Preferred Stock, conditions of the securities markets, and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to its investment in the Issuer as it deems appropriate, including but not limited to changing his current intentions, with respect to any or all matters required to be disclosed in this Statement.

Item 5.

Interest in Securities of the Issuer

(a) The percentages set forth below and on pages 1 and 2 hereof are based on the sum of 67,953,870 shares of Common Stock issued and outstanding, as December 9, 2016, and the number of shares of Common Stock issuable upon the conversion of the Series B Preferred Stock held by each Reporting Person, as required by Rule 13d-3(d)(1)(i) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In the case of Mr. Gerber and the Gerber Trust, the percentages set forth below and on pages 1 and 2 are based on 1,073,836,223 shares of Common Stock outstanding.

By virtue of the manner in which the Reporting Person acquired the shares beneficially held prior to this Amendment Number 1 to Schedule 13D, the Reporting Person and Schoenberger may be deemed to have formed a "group" within the meaning of Section 13(d)(3) of the Exchange Act. However, the Reporting Person disclaims beneficial ownership of the Shares beneficially owned by Mr. Schoenberger and the Schoenberger Trust and Mr. Schoenberger disclaims beneficial ownership of the Shares beneficially owned by Mr. Gerber and the Gerber Trust.

(b) 543,900,080 Shares, consisting of 313,549,040 shares of Common Stock and 11,517,552 shares of Series B Preferred Stock (which, after giving effect to their conversion, would be 230,351,040 shares of Common Stock), are held by the Gerber Trust and Mr. Gerber serves as sole trustee of the Gerber Trust, representing 47.34% of the outstanding shares of Common Stock (giving effect to the conversion of the Series B Preferred Stock held by the Gerber Trust). As such, the Gerber Trust and Mr. Gerber share power to vote or to direct the vote of the Shares and share power to dispose or to direct the disposition of these Shares.

(c)

Other than the acquisition of the Shares described herein which closed on December 9, 2016, there have been no transactions in the Issuer's Common Stock effected by the Reporting Persons during the past 60 days.

(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 the proceeds from the sale of, the Shares.

(e)

Not applicable.

Item 6.

Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

(1) See Item 4(1) of this Statement for a description of the Purchase Agreement. Pursuant to the Purchase Agreement, the Reporting Persons entered into Subscription Agreements for Shares of the Issuer's Common Stock, dated as of January 26, 2015 and Subscription Agreements for Shares of the Issuer's Series B Voting, Convertible Preferred Stock, dated as of January 26, 2015. The Purchase Agreement was previously filed with the Issuer's Current Report on Form 8-K, filed on January 29, 2015 and incorporated herein by reference

In connection with the Offering, the Issuer entered into a registration rights agreement (the "Registration Rights Agreement") with the Reporting Persons, pursuant to which the Issuer agreed to file a registration statement with the Securities and Exchange Commission (the "SEC") covering all shares of Common Stock, including those shares of Common Stock issuable upon conversion of the Series B Preferred Stock sold in the Offering.

In connection with the appointment of Mr. Gerber as the Chief Executive Officer and as a director, Mr. Gerber executed a standard indemnification agreements with the Issuer.

(2) See Item 4(2) of this Statement for a description of the Agreement with Wainwright Holdings, Inc., which closed on December 9, 2016. The Agreement previously filed with Issuer's Current Report on Form 8-K, filed on September 19, 2016, incorporated herein by reference.

Item 7.

Materials to be Filed as Exhibits

Exhibit

Number

Description of Exhibit

Exhibit 1

Purchase Agreement dated January 26, 2015 (previously filed with the Issuer's Current Report on Form 8-K, filed on January 29, 2015 and incorporated herein by reference)

Exhibit 2

Registration Rights Agreement, dated January 26, 2015 (previously filed with the Issuer's Current Report on Form 8-K, filed on January 29, 2015 and incorporated herein by reference)

Exhibit 3

Stock Purchase Agreement By and Among Concierge Technologies, Inc., Wainwright Holdings, Inc. and Each of the Individuals and Entities Executing Signature Pages Attached Thereto (previously filed with Issuer's Current Report on Form 8-K, filed on September 19, 2016 and incorporated by reference herein).

SIGNATURES

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.

NICHOLAS
AND
MELINDA
GERBER
LIVING
TRUST

Dated: December 19, 2016 /s/ Nicholas
Gerber
Nicholas
Daniel
Gerber
Trustee

NICHOLAS
DANIEL
GERBER

/s/ Nicholas
Gerber
Nicholas
Daniel
Gerber