

P&F INDUSTRIES INC  
Form SC 13D/A  
July 05, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)

P&F INDUSTRIES, INC.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

692830508

(CUSIP Number)

Richard B. Goodman, Esq.

P&F Industries, Inc.

445 Broadhollow Road

Melville, New York 11747

(631) 694-9800

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(Name, Address and Telephone Number of Person

Authorized to Receive Notice and Communications)

July 5, 2013

(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(a), 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 §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 ("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 13D/A

CUSIP NO. 692830508

NAMES OF  
REPORTING  
PERSONS.

I.R.S. Identification

1. Nos. of above  
persons (entities  
only)

Dennis Kalick  
SS #

CHECK THE  
APPROPRIATE

2. BOX IF A  
MEMBER OF A  
GROUP

(a) £  
(b) £

3. SEC USE ONLY

SOURCE OF  
FUNDS

4.  
00

CHECK BOX IF  
DISCLOSURE OF  
LEGAL

5. PROCEEDINGS  
IS REQUIRED  
PURSUANT TO  
ITEMS 2(d) OR  
2(e) "

6. CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

United States of  
America

7. Sole Voting Power H shares of Class A Common Stock

Number of Shares Beneficially Owned 8. Shared Voting PowerH shares of Class A Common Stock

Each Reporting Person with: 9. Sole Dispositive PowerH shares of Class A Common Stock

10. Shared Dispositive PowerH shares of Class A Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.  
0 shares of Class A Common Stock

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.  
0% of outstanding Class A Common Stock

TYPE OF REPORTING PERSON

14.  
IN

Introductory Note:

This Amendment No. 1 (“Amendment No. 1”) amends a Statement on Schedule 13D dated May 21, 2007 by Dennis Kalick (such Statement on Schedule 13D as amended by Amendment No. 1, the “Schedule 13D”).

Amendment No. 1 is being filed to reflect the distribution of 660,200 shares of the Class A Common Stock by the Article FOURTH Trust u/w/o Linda Horowitz (the “Trust”) to Richard Horowitz, the discretionary principal beneficiary of the Trust. Capitalized terms used herein and not otherwise defined have the meaning assigned to such terms in the Schedule 13D. All items or responses not described herein remain as previously reported in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

On July 5, 2013, the Trust distributed all of the 660,200 Trust Shares to Richard Horowitz, the principal intended beneficiary of the Trust. Mr. Horowitz was already deemed to be a beneficial owner of such shares. No consideration was paid in connection therewith.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) and (b). The reporting person beneficially owns no shares (0%) of Common Stock as of the date hereof.

(c). The response of the reporting person to Item 3 of this Schedule 13D is incorporated herein by reference. Additionally, on May 16, 2013, the reporting person disposed of 2,000 shares of Class A Common Stock in an open market transaction through a broker at \$8.24 per share.

(d) Not Applicable

(e) The reporting person ceased to be beneficial owner of 5% or more of the Issuer's common stock on July 5, 2013.

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.

July 5, 2013

/s/ Dennis Kalick  
Dennis Kalick