Vishay Precision Group, Inc.

Form 4

February 08, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, 2005

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may continue.

See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Nokomis Capital, L.L.C. Issuer Symbol Vishay Precision Group, Inc. [VPG] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify Officer (give title 2305 CEDAR SPRINGS RD., 02/06/2017 below) **SUITE 420** 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting DALLAS, TX 75201 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

, °	· · ·	Tabl	Table 1 - Non-Derivative Securities Acquir			rea, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	omr Dispos (Instr. 3,	sed of 4 and (A) or	5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.10 par value	02/06/2017		Code V	7,900	(D)	Price \$ 16.381 (2)	1,931,820 (1)	I	See Footnote (3)
Common Stock, \$0.10 par value	02/07/2017		P	4,440	A	\$ 16.4343 (4)	1,936,260 (1)	I	See Footnote (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc Expiration Da		7. Title		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	of (Month/Day/Year)			Amour Underl Securit (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Nokomis Capital, L.L.C. 2305 CEDAR SPRINGS RD., SUITE 420 DALLAS, TX 75201		X				
Hendrickson Brett 2305 CEDAR SPRINGS RD., SUITE 420 DALLAS, TX 75201		X				

Signatures

/s/ Brett Hendrickson, manager of Nokomis Capital, L.L.C.	02/08/2017		
**Signature of Reporting Person	Date		
/s/ Brett Hendrickson	02/08/2017		
**Signature of Reporting Person	Date		

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The filing of this Form 4 shall not be construed as an admission that Nokomis Capital, L.L.C. ("Nokomis Capital") or Brett Hendrickson, the manager of Nokomis Capital, is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or

(1) otherwise the beneficial owner of any of the Common Stock, \$0.10 par value (the "Common Stock"), of Vishay Precision Group, Inc. (the "Issuer") purchased by certain private investment funds advised by Nokomis Capital (collectively, the "Nokomis Accounts"). Pursuant to Rule 16a-1, both Nokomis Capital and Mr. Hendrickson disclaim such beneficial ownership.

(2)

Reporting Owners 2

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The purchase price represents a weighted average of the purchase price for multiple transactions on the same trading day. The range of purchase prices was \$16.35 to \$16.41. The Reporting Persons will provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

- Nokomis Capital holds indirectly 1,936,260 shares of Common Stock of the Issuer through the Nokomis Accounts, for which Nokomis (3) Capital is the Investment Manager. Brett Hendrickson reports the Common Stock held indirectly by Nokomis Capital because, as the manager of Nokomis Capital at the time of purchase, he controlled the disposition and voting of the securities.
- The purchase price represents a weighted average of the purchase price for multiple transactions on the same trading day. The range of (4) purchase prices was \$16.38 to \$16.45. The Reporting Persons will provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.