

O'CONNELL MICHAEL  
Form SC 13D/A  
May 17, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

**(Amendment No. 3)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE**  
**13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)\***

RCM Technologies, Inc.  
(Name of Issuer)

Common Stock, \$.05 Par Value  
(Title of Class of Securities)

749360400  
(CUSIP Number)

Bradley Vizi

515 S. Figueroa Street, Suite 1100

Los Angeles, California 90071

(213) 225-5303

(Name, Address and Telephone Number of Person Authorized to

Receive Notices and Communications)

May 15, 2012

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(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), 13d-1(f) or 13d-1(g), check the following box "X".

*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 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, as amended ( " 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*).

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## SCHEDULE 13D

CUSIP No. 749360400

**1** NAME OF REPORTING PERSONS

**IRS Partnership No. 19, L.P.**

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)

(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

**NUMBER OF** **7** **SOLE VOTING POWER**

**0 Common Shares\***

**SHARES** **8** **SHARED VOTING POWER**

**922,549 Common Shares\***

**9** **SOLE DISPOSITIVE POWER**

BENEFICIALLY

**0 Common Shares\***

OWNED BY

**10**

SHARED DISPOSITIVE POWER

**922,549 Common Shares\***

EACH

REPORTING

PERSON

WITH

**11**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**922,549 Common Shares\***

**12**

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

x\*

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

7.3%\*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

\* See Item 5 hereof. The percentages of ownership figures set forth above and herein assumes that 12,712,272 shares of common stock, par value \$0.05, of RCM Technologies, Inc. (the **Company** ) were outstanding as of May 1, 2012, as reported by the Company in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 2, 2012.

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## SCHEDULE 13D

CUSIP No. 749360400

**1** NAME OF REPORTING PERSONS

**The Leonetti/O Connell Family Foundation**

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)

(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

**NUMBER OF** **7** **SOLE VOTING POWER**

**0 Common Shares\***

**SHARES** **8** **SHARED VOTING POWER**

**266,074 Common Shares\***

**9** **SOLE DISPOSITIVE POWER**

BENEFICIALLY

**0 Common Shares\***

OWNED BY

**10**

SHARED DISPOSITIVE POWER

**266,074 Common Shares\***

EACH

REPORTING

PERSON

WITH

**11**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**266,074 Common Shares\***

**12**

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

x\*

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.1 %\*

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO



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## SCHEDULE 13D

CUSIP No. 749360400

1 NAME OF REPORTING PERSONS

**M2O, Inc.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)

(b)

3 **SEC USE ONLY**

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

NUMBER OF 7 SOLE VOTING POWER

**0 Common Shares\***

SHARES 8 SHARED VOTING POWER

**922,549 Common Shares\***

9 SOLE DISPOSITIVE POWER

BENEFICIALLY

**0 Common Shares\***

OWNED BY

**10**

SHARED DISPOSITIVE POWER

**922,549 Common Shares\***

EACH

REPORTING

PERSON

WITH

**11**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**922,549 Common Shares\***

**12**

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

x\*

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.3%\*

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO, HC

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## SCHEDULE 13D

CUSIP No. 749360400

**1** NAME OF REPORTING PERSONS

**The Michael F. O'Connell and Margo L. O'Connell Revocable Trust**

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)  x

(b)  ..

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

**5** **AF**  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

**Not Applicable**

**NUMBER OF** **7** **SOLE VOTING POWER**

**0 Common Shares\***

**SHARES** **8** **SHARED VOTING POWER**

**922,549 Common Shares\***

**9** **SOLE DISPOSITIVE POWER**

BENEFICIALLY

**0 Common Shares\***

OWNED BY

**10** SHARED DISPOSITIVE POWER

**922,549 Common Shares\***

EACH

REPORTING

PERSON

WITH

**11**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**922,549 Common Shares\***

**12**

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

x\*

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.3%\*

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO, HC

**SCHEDULE 13D**

CUSIP No. 749360400

**1** NAME OF REPORTING PERSONS

**Michael O Connell**

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)  x  
(b)  ..

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

**5** **AF** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

**United States**

NUMBER OF **7** SOLE VOTING POWER

**0 Common Shares\***

SHARES **8** SHARED VOTING POWER

**1,188,623 Common Shares\***

**9** SOLE DISPOSITIVE POWER

BENEFICIALLY

**0 Common Shares\***

OWNED BY

**10** SHARED DISPOSITIVE POWER

**1,188,623 Common Shares\***

EACH

REPORTING

PERSON

WITH  
**11**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**1,188,623 Common Shares\***

**12**

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

x\*



13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.4%\*

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN, HC

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## SCHEDULE 13D

CUSIP No. 749360400

1 NAME OF REPORTING PERSONS

**Stonnington Group, LLC**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 **00**  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**California**

NUMBER OF 7 SOLE VOTING POWER

**0 Common Shares\***

SHARES 8 SHARED VOTING POWER

**0 Common Shares\***

9 SOLE DISPOSITIVE POWER

BENEFICIALLY

**0 Common Shares\***

OWNED BY

**10**

SHARED DISPOSITIVE POWER

**1,188,623 Common Shares\***

EACH

REPORTING

PERSON

WITH

**11**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**1,188,623 Common Shares\***

**12**

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

x\*

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.4%\*

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

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## SCHEDULE 13D

CUSIP No. 749360400

1 NAME OF REPORTING PERSONS

**Bradley Vizi**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)

(b)

3 **SEC USE ONLY**

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

5 **PF, OO**  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**United States**

NUMBER OF 7 SOLE VOTING POWER

**1,000 Common Shares\***

SHARES 8 SHARED VOTING POWER

**0 Common Shares\***

9 SOLE DISPOSITIVE POWER

BENEFICIALLY

**1,000 Common Shares\***

OWNED BY

**10**

SHARED DISPOSITIVE POWER

**1,188,623 Common Shares\***

EACH

REPORTING

PERSON

WITH  
**11**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**1,189,623 Common Shares\***

**12**

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

x\*

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.4%\*

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

8

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## SCHEDULE 13D

CUSIP No. 749360400

**1** NAME OF REPORTING PERSONS

**Christopher Kiper**

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)  x

(b)  ..

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

**5** **PF, OO**  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ..

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

**United States**

NUMBER OF **7** SOLE VOTING POWER

**22,000 Common Shares\***

SHARES **8** SHARED VOTING POWER

**0 Common Shares\***

**9** SOLE DISPOSITIVE POWER



BENEFICIALLY

**22,000 Common Shares\***

OWNED BY

**10**

SHARED DISPOSITIVE POWER

**1,188,623 Common Shares\***

EACH

REPORTING

PERSON

WITH

**11**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**1,210,623 Common Shares\***

**12**

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

x\*

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.5%\*

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

This Amendment No. 3 ( **Amendment No. 3** ) amends the Schedule 13D dated January 19, 2012, as amended by Amendment No. 1 dated February 2, 2012 and Amendment No. 2 dated May 10, 2012 (the **Original Schedule 13D** ) filed by IRS Partnership No. 19, L.P., a Delaware limited partnership ( **IRS 19** ), The Leonetti/O Connell Family Foundation, a Delaware non-profit corporation (the **Foundation** ), M2O, Inc., a Delaware corporation ( **M2O** ), The Michael F. O Connell and Margo L. O Connell Revocable Trust (the **Trust** ), Michael O Connell, an individual ( **Mr. O Connell** ), collectively with IRS 19, the Foundation, M2O and the Trust, the **O Connell Entities** ), Stonnington Group, LLC, a California limited liability company ( **Stonnington** ), Christopher Kiper, an individual ( **Mr. Kiper** ) and Bradley Vizi, an individual ( **Mr. Vizi** ), and together with the O Connell Entities, Stonnington and Mr. Kiper, the **Reporting Persons** ) with respect to shares of Common Stock, \$0.05 par value per share ( **Common Shares** ), of RCM Technologies, Inc., a Nevada corporation (the **Company** ). Capitalized terms used and not defined in this Amendment No. 3 shall have the meanings set forth in the Original Schedule 13D. Except as specifically provided herein, this Amendment No. 3 does not modify any of the information previously reported in the Original Schedule 13D.

**ITEM 3. Source and Amount of Funds or Other Consideration.**

Item 3 of the Original Schedule 13D is hereby amended and supplemented as follows:

The amount of funds used by IRS 19 to purchase the Common Shares acquired since the date of Amendment No. 2 to the Schedule 13D is set forth on Exhibit 6 and incorporated herein by reference. All of such funds were derived from working capital of IRS 19.

**ITEM 5. Interests in Securities of the Issuer.**

Item 5(a) of the Original Schedule 13D is hereby amended and supplemented as follows:

As of May 16, 2012, IRS 19, the Foundation, Mr. Kiper and Mr. Vizi owned on an aggregate basis 1,211,623 Common Shares, representing approximately 9.5% of the outstanding Common Shares.

Item 5(c) of the Original Schedule 13D is hereby amended and supplemented as follows:

(c) Since the date of Amendment No. 2 to the Schedule 13D, IRS 19 effected transactions with respect to the Common Shares on such dates, in such amounts and at such per share prices as indicated on the Schedule of Transactions attached hereto as Exhibit 6 and incorporated herein by reference. All such transactions were effected in the open market.

**ITEM 7. Material to be Filed as Exhibits.**

Item 7(c) of the Original Schedule 13D is hereby amended and supplemented as follows:

**Document**

Exhibit 6      Schedule of Transactions

Joint Filing Agreement, dated January 19, 2012, IRS Partnership No. 19, L.P., The Leonetti/O'Connell Family Foundation, M2O, Inc., The Michael F. O'Connell and Margo L. O'Connell Revocable Trust, Michael O'Connell, Stonnington Group, LLC, Christopher Kiper and Bradley Vizi (incorporated herein by reference to Exhibit 3 to the Original Schedule 13D filed on January 19, 2012 with the Securities and Exchange Commission).

**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: May 16, 2012

IRS PARTNERSHIP NO. 19, L.P.

By: M2O, Inc., its General Partner

By: /s/ Michael O Connell  
Name: Michael O Connell  
Title: Chief Executive Officer

THE LEONETTI/O CONNELL FAMILY FOUNDATION

By: /s/ Michael O Connell  
Name: Michael O Connell  
Title: Secretary, Chief Financial Officer  
and Director

M2O, INC.

By: /s/ Michael O Connell  
Name: Michael O Connell  
Title: Chief Executive Officer

THE MICHAEL F. O CONNELL AND MARGO L.  
O CONNELL REVOCABLE TRUST

By: /s/ Michael O Connell  
Name: Michael O Connell  
Title: Trustee

/s/ Michael O Connell  
Name: Michael O Connell

STONNINGTON GROUP, LLC

By: /s/ Nicholas Stonnington  
Name: Nicholas Stonnington  
Title: Managing Member and Principal

/s/ Christopher Kiper  
Name: Christopher Kiper

/s/ Bradley Vizi  
Name: Bradley Vizi

**Exhibit Index**

**Document**

Exhibit 6      Schedule of Transactions

Joint Filing Agreement, dated January 19, 2012, IRS Partnership No. 19, L.P., The Leonetti/O'Connell Family Foundation, M2O, Inc., The Michael F. O'Connell and Margo L. O'Connell Revocable Trust, Michael O'Connell, Stonnington Group, LLC, Christopher Kiper and Bradley Vizi (incorporated herein by reference to Exhibit 3 to the Original Schedule 13D filed on January 19, 2012 with the Securities and Exchange Commission).