## Edgar Filing: VERSAR INC - Form SC 13G/A

VERSAR INC Form SC 13G/A September 09, 2005

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

SCHEDULE 13G

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

Versar, Inc.

------ (Name of Issuer)

(Malle OI ISSUEI

Common Stock

(Title of Class of Securities)

925297103

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(CUSIP Number)

September 9, 2005

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

|X| Rule 13d-1(b)
|\_| Rule 13d-1(c)
|\_| Rule 13d-1(d)

CUSIP NO.

1	NAME OF REPORTING PERSON SS OR IRS IDENTIFICATION NO. OF ABOVE PERSON					
	Marathon Ca 212549109	pital	Management, LLC			
2	CHECK APPRO	HECK APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  _  (b)  _				
3	SEC USE ONL	Y				
4	CITIZENSHIP OR PLACE OF ORGANIZATION					
	Maryland					
		5	SOLE VOTING POWER			
NUMBER OF SHARES BENFICIALLY OWNED BY			10,000			
		6	SHARED VOTING POWER			
			11a			

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EA	АСН				
REPORTING PERSON WITH		7 SOLE DISPOSITIVE POWER			
		647,450			
		8 SHARED DISPOSITIVE POWER			
		na			
 9	AGGRE	GATE AMOUNT BENFICIALLY OWNED BY EACH REPORTING PERSON			
	647,45	0			
10	СНЕСК	BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES  _			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.2%				
12	TYPE	OF REPORTING PERSON			
	IA				
Item	1.				
		a) Name of Issuer: Versar, Inc.			
		b) Address: 6850 Versar Center Springfield, VA 22151			
Item	2.				
		a) Name of Filer: Marathon Capital Management, LLC			
		b) Address of Filer: PO Box 771			
		Hunt Valley, MD 21030			
		c) Citizenship: Maryland			
		d) Title of Class of Securities: Common Stock			
		e) CUSIP Number: 693315103			
		em 3. If this statement is filed pursuant to Rule 13d-1(b), or wheck whether the person filing is a:			
	(a)	<pre> _  Broker or Dealer registered under Section 15 of the Act  _  Bank as defined in section 3 (a) (6) of the Act</pre>			
	(b) (c)	<pre> _  Bank as defined in section 5 (a) (b) of the Act  _  Insurance Company as defined in section 3 (a) (6) of the Act</pre>			
	(d)	<pre> _  Investment Company registered under section 8 of the Investment Company Act</pre>			
	(e)	<pre> X  Investment Adviser registered under section 203 of the Investment Advisers act of 1940</pre>			
	(f)	_  Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of			
	(g)	1974 or Endowment Fund; see 240.13d-1 (b) (1) (ii) (F)  _  Parent Holding Company, in accordance with 240.13d-1 (b) (ii)			
	(h)	(G) (Note: See Item 7)  _  Group, in accordance with 240.13d-1(b) (1) (ii) (H)			

Item 4. Ownership

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- a) Amount beneficially owned: 647,450
- b) Percent of Class: 8.2%
- c) Number of shares:
  - (i) Sole voting power -- 10,000
  - (ii) Shared voting power -- na
  - (iii) Sole disposal power -- 647,450
  - (iv) Shared disposal power na
- Item 5. Less than 5% beneficial ownership
  If this statement is being filed to report the fact that as
  of the date hereof the reporting person has ceased to be the
  beneficial owner of more than five percent of the class of
  securities, check the following [ ].
- Item 6. More than 5% on behalf of another na
- Item 7. Subsidiary na
- Item 8. If group na
- Item 9. Notice of Dissolution na
- Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

## 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.

Date September 9, 2005

By: /s/, James G. Kennedy, President

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Name, Title