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VERSAR INC Form SC 13G/A January 20, 2010

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

SCHEDULE 13G

		Und	er the Securities Exchange Act of 1934 (Amendment No.)		
			Versar, Inc.		
			(Name of Issuer)		
			Common Stock		
			(Title of Class of Securities)		
			925297103		
			(CUSIP Number)		
			January 1, 2010		
	(Da	te of E	vent Which Requires Filing of this Statement)		
	k the appropiled:	riate b	ox to designate the rule pursuant to which this	Schedule	
1_1	Rule 13d-1(b Rule 13d-1(c Rule 13d-1(d)			
CUSI	P NO.				
1	NAME OF RE SS OR IRS		PERSON ICATION NO. OF ABOVE PERSON		
	Marathon C 203954582	apital	Management, LLC		
2	CHECK APPR	OPRIATE	BOX IF A MEMBER OF A GROUP	(a) _ (b) _	
3	SEC USE ON	LY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION				
	Maryland				
		5	SOLE VOTING POWER		
			0		
NUMBER OF SHARES		6	SHARED VOTING POWER		
BENFICIALLY OWNED BY			na		

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EACH REPORTING PERSON WITH		7 SOLE DISPOSITIVE POWER 799,716				
		8 SHARED DISPOSITIVE POWER				
		na 				
9	AGGRE	GATE AMOUNT BENFICIALLY OWNED BY EACH REPORTING PERSON				
	799,7	16				
10	CHECK	BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES _				
11	PERCE 8.7	CENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
12	TYPE OF REPORTING PERSON					
	IA					
Item	1					
100111						
		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: 4 North Park Drive, Suite 106 Hunt Valley, MD 21030				
		c) Citizenship: Maryland				
		d) Title of Class of Securities: Common Stock				
		e) CUSIP Number: 693315103				
		m 3. If this statement is filed pursuant to Rule 13d-1(b), or heck whether the person filing is a:				
	(a)	_ Broker or Dealer registered under Section 15 of the Act				
	(b) (c)	_ Bank as defined in section 3 (a) (6) of the Act _ Insurance Company as defined in section 3 (a) (6) of the Act				
	(d)	_ Investment Company registered under section 8 of the				
	(e)	Investment Company Act X Investment Adviser registered under section 203 of the				
		Investment Advisers act of 1940				
	(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)				
	_	(G) (Note: See Item 7)				
	(h)	_ Group, in accordance with 240.13d-1(b) (1) (ii) (H)				

Item 4. Ownership

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- a) Amount beneficially owned: 799,716
- b) Percent of Class: 8.7%
- c) Number of shares:
 - (i) Sole voting power -- 0
 - (ii) Shared voting power -- na
 - (iii) Sole disposal power -- 799,716
 - (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, ${\tt I}$ certify that the information set forth in this statement is true, complete and correct.

Date January 19, 2010

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