

HOROWITZ RICHARD M
Form SC 13D
April 16, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

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

TRIO-TECH INTERNATIONAL
(Name of Issuer)

Common Stock
(Title of Class of Securities)

896712-205
(CUSIP Number)

Richard M. Horowitz
9301 Wilshire Blvd., Ste 613, Beverly Hills, CA 90210
(310) 278-5943
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

February 23, 2010
(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 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).

CUSIP 896712-205
 No.

13D

NAMES OF REPORTING PERSONS

1 Richard M. Horowitz
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)
 (b)

2 SEC USE ONLY

3 SOURCE OF FUNDS (SEE INSTRUCTIONS)
 PF

4 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
 2(d) OR 2(e)

5
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 United States

| | | |
|-----------|----|---|
| | | SOLE VOTING POWER |
| | | 346,705 shares (of which 35,000 shares are subject to options that are currently exercisable) |
| NUMBER OF | 7 | SHARED VOTING POWER |
| SHARES | | 0 |
| OWNED BY | 8 | SOLE DISPOSITIVE POWER |
| EACH | | 346,705 shares (of which 35,000 shares are subject to options that are currently exercisable) |
| PERSON | 9 | SHARED DISPOSITIVE POWER |
| WITH | | 0 |
| | 10 | |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 346,705 shares (of which 35,000 shares are subject to options that are currently exercisable)
 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 10.6%
 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14 IN

ITEM 1. SECURITY AND ISSUER.

This Schedule 13D (this "Schedule") relates to the shares of common stock (the "Common Stock"), of Trio Tech International, a California corporation (the "Company"). The principal executive offices of the Company are located at 16139 Wyandotte Street, Van Nuys, California 91406.

ITEM 2. IDENTITY AND BACKGROUND.

This Schedule is being filed on behalf of Richard M. Horowitz, whose business address is 9301 Wilshire Blvd. Suite 613, Beverly Hills, California 90210. Mr. Horowitz is a director of the Company. Mr. Horowitz's principal occupation is as President of Management Brokers Insurance Agency, the principal business address of which is 9301 Wilshire Blvd. Suite 613, Beverly Hills, CA 90210. He also serves as Chairman of Dial 800, Inc., a national telecommunications company, the principal business address of which is 9911 West Pico Blvd., Suite 1200, Los Angeles, CA 90035. During the last five years, Mr. Horowitz has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). During the last five years, Mr. Horowitz was not a party to a civil proceeding of a judicial or administrative body of competent jurisdiction. Mr. Horowitz is a citizen of the United States of America.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Of the 346,705 shares deemed beneficially owned by Mr. Horowitz, 35,000 are subject to currently exercisable options. Mr. Horowitz acquired the remaining shares deemed to be beneficially held by him through the use of personal funds.

ITEM 4. PURPOSE OF TRANSACTION.

Mr. Horowitz holds the shares of Company Common Stock beneficially owned and deemed to be beneficially owned by him for investment. This Schedule is being filed to reflect Mr. Horowitz's holdings in light of a recent SEC Compliance and Disclosure Interpretation. Mr. Horowitz may acquire (either in the open market or pursuant to the exercise of options held by him) and/or sell shares of Common Stock from time to time as he deems advisable and depending on market conditions but has no present intention to do so. Except as set forth above, Mr. Horowitz does not have any present plans or intentions which would result in or relate to any of the matters set forth in subparagraphs (b) through (j) of the instructions to Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE COMPANY.

(a) As of April 15, 2010, based upon information provided by the Company, there were 3,227,430 shares of Common Stock outstanding. Mr. Horowitz is deemed to beneficially own 346,705 shares of Common Stock, or 10.6% thereof. Of those shares, 35,000 are issuable upon the exercise of currently exercisable option.

(b) Mr. Horowitz has both sole voting and sole dispositive power over all 346,705 shares of Common Stock deemed to be beneficially owned by him.

(c) During the past 60 days, Mr. Horowitz acquired on the open market the following shares of the Common Stock of the Company on the dates and for the price per share indicated below:

| Date of Acquisition | Number of Shares | Purchase Price per Share |
|---------------------|------------------|--------------------------|
| February 17, 2010 | 3,058 | \$3.75 |
| February 19, 2010 | 4,000 | \$3.82 |

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| | | |
|-------------------|-------|--------|
| February 19, 2010 | 8,000 | \$3.80 |
| February 22, 2010 | 1,320 | \$3.70 |
| February 23, 2010 | 101 | \$3.70 |

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE COMPANY.

None.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

None.

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.

April 15, 2010

/s/ Richard M. Horowitz
Richard M. Horowitz