

Edgar Filing: Parametric Sound Corp - Form SC 13G

Parametric Sound Corp  
Form SC 13G  
February 04, 2014

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

SCHEDULE 13G/A  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

PARAMETRIC SOUND CORPORATION  
(Name of Issuer)

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

699172201  
(CUSIP Number)

February 4, 2014 (the reporting person no longer owns greater than 5% of  
outstanding shares requiring a filing.) (Date of Event Which Requires Filing of  
this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* 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 the  
disclosures provided in a prior cover page.

The information required in 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).

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1

NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
(ENTITIES ONLY)  
IceRose Capital Management LLC

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2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)  ]  
(b)  ? ]

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
NUMBER OF  
SHARES

5

SOLE VOTING POWER

445,550

BENEFICIALLY

OWNED BY

6

SHARED VOTING POWER

EACH

REPORTING

7

SOLE DISPOSITIVE POWER

445,550

PERSON

WITH:

8

SHARED DISPOSITIVE POWER

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

445,550

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

]

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.65%

12

TYPE OF REPORTING PERSON

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IA

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Item 1(a). Name of Issuer:

Parametric Sound Corporation

Item 1(b). Address of Issuer's Principal Executive Offices:

13771 Danielson Street, Suite L  
Poway, California

Item 2(a).

Name of Person Filing:

IceRose Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence:

183 Madison Ave., Suite 1416  
New York NY 10016

Item 2(c). Citizenship:

U.S.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.001

Item 2(e). CUSIP Number:

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Item 3. If This Statement is Filed Pursuant to ss.ss.240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

(a)

?

Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).

(b)

?

Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)

?

Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)

?

Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e)

?

An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E);

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(f)

?

An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);

(g)

?

A parent holding company or control person in accordance with

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ss.240.13d-1(b) (ii) (G);

(h) ? A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) ? A church plan that is excluded from the definition of an investment company under Section 3(c) (14) of the Investment Company Act (15 U.S.C. 80a-3);

(j)  
?  
Group, in accordance with ss.240.13d-1(b) (1) (ii) (J).

Item 4.  
Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a)  
Amount beneficially owned:

445,550

(b) Percent of class:

1.65%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

445,550

(ii) Shared power to vote or to direct the vote

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(iii) Sole power to dispose or to direct the disposition of

445,550

(iv) Shared power to dispose or to direct the disposition of

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Item 5.  
Ownership of Five Percent or Less of a Class.

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. Ownership of More than Five Percent on Behalf of Another Person.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Item 8. Identification and Classification of Members of the Group.

Item 9. Notice of Dissolution of Group.

Item 10. Certification.

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

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: February 4, 2014

Signature:  
/s/ Adam Kahn

Name: Adam Kahn

Title: CEO and CIO

