SUTRON CORP Form 4 April 29, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Perlus Microcap Fund L.P.

2. Issuer Name and Ticker or Trading

Symbol

SUTRON CORP [STRN]

3. Date of Earliest Transaction

(Month/Day/Year)

04/07/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

5TH FLOOR, 37 ESPLANADE, ST. HELIER

(Street)

(State)

(First)

_X__ 10% Owner Director _ Other (specify Officer (give title below)

(Middle)

(Zin)

(City)

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person X Form filed by More than One Reporting

JERSEY, X0 JE1 2TR

| (City) | (State) | (Zip) Tabl | le I - Non-I | Derivative | Secur | ities Acqu | iired, Disposed of | f, or Beneficial | ly Owned |
|--------------------------------------|---|---|---|---|------------------|-------------|--|---|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securit on(A) or Di (Instr. 3, | sposed | of (D) | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | |
| Common Stock | | | | | | | 583,220 | D (1) | |
| Common Stock | 04/07/2014 | | J | 36,263 | A | \$ 5.248 | 619,483 | D (1) | |
| Common Stock | | | | | | | 13,694 | I | (2) <u>(2)</u> |
| Common Stock | 04/07/2014 | | J | 2,729 | A | \$ 5.248 | 16,423 | I | (2) <u>(2)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transactic Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | . | ate | 7. Title Amour Under Securi (Instr. | nt of lying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|---|---|--|--|---------------------|--------------------|---|--|---|--|
| | | | Code V | 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| Reporting Owner Praint / Address | | 10% Owner | Officer | Other | | | |
| Perlus Microcap Fund L.P. 5TH FLOOR, 37 ESPLANADE ST. HELIER JERSEY, X0 JE1 2TR | | X | | | | | |
| PERLUS INVESTMENT MANAGEMENT LLP PLEDGDON LODGE BISHIOP'S STORTFORD, X0 CM22 B6N | | X | | | | | |
| PERLUS Ltd 5TH FLOOR 37 ESPLANADE ST HELIER ST HELIER CHANNEL ISLANDS, Y9 JE1 2T4 | | X | | | | | |
| 0: | | | | | | | |

Signatures

| /s/ Jim | 04/29/201 |
|---------------------------------|-----------|
| Boucherat | 04/29/201 |
| **Signature of Reporting Person | Date |

2 Reporting Owners

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Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) The Perlus Microcap Fund L.P. is the beneficial owner of the shares of common stock of Sutron Corporation (the "Shares"). Perlus Limited, the general partner of The Perlus Microcap Fund L.P., exercises sole voting power and shares dispositive control over the Shares
- with Perlus Investment Management LLP. Each of Perlus Limted and Perlus Investment Management LLP disclaims beneficial ownership of the Shares, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that either Perlus Limited or Perlus Investment Management is a beneficial owner of the Shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or any other purpose.
- (2) Perlus Investment Management LLP holds these shares in a managed account on behalf of its client. Perlus Investment Management
 (2) LLP generates performance fees on this managed account and is deemed to have indirect pecuniary interest in these shares. Perlus Microcap Fund L.P., Perlus Limited and Perlus Investment Management LLP disclaim any beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.