

ISSUER DIRECT CORP
Form SC 13D/A
September 26, 2017

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

ISSUER DIRECT CORPORATION
(Name of Issuer)

Common Stock, Par Value \$0.001 per share
(Title of Class of Securities)

46520M204
(CUSIP Number)

Ms. Laura Klare
EQS Group AG
Karlstrasse 47
Munich, Germany 80333
Telephone: +49 (0)89 210 298 0

Copy to:

Ira L. Kotel, Esq.
Asim Grabowski-Shaikh, Esq.
Dentons US LLP
1221 Avenue of the Americas
New York, NY 10020
Telephone: (212) 768-6700

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

September 25, 2017
(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.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7(b) 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 No. 46520M204

NAME OF REPORTING PERSON

1

I.R.S. IDENTIFICATION NO.

EQS Group AG, a German Stock Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC and BK

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Germany

SOLE VOTING POWER

7

291,916

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

8

0

SOLE DISPOSITIVE POWER

9

291,916

SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

291,916

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

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

9.88%⁽¹⁾

14 TYPE OF REPORTING PERSON
CO

(1) Based upon 2,954,092 shares of Common Stock outstanding as of August 7, 2017, as reported in the Issuer's Definitive Proxy on Schedule 14A, filed with the Securities and Exchange Commission on August 7, 2017.

SCHEDULE 13D

This Amendment No. 2 to Schedule 13D ("Amendment No. 2") amends and supplements the Schedule 13D originally filed with the Securities and Exchange Commission (the "Commission") on August 25, 2017, as amended by Amendment No. 1 to the Schedule 13D, filed on September 11, 2017 ("Amendment No. 1" and as so amended, the "Schedule 13D"), relating to the common stock, par value \$0.001 per share (the "Common Stock"), of Issuer Direct Corporation, a Delaware corporation (the "Issuer"). Unless otherwise indicated, all capitalized terms in this Amendment No. 2 have the meanings set forth for such terms in the Schedule 13D. This Amendment No. 2 amends and supplements the Schedule 13D to include the information set forth below. Except as specifically provided herein, this Amendment No. 2 does not supplement, restate, amend or modify any of the information previously reported in the Schedule 13D.

Item 5. Interest in Securities of the Issuer

Item 5(a), (b) and (c) are hereby amended and restated in their entirety with the following:

(a) EQS Group AG is deemed to have voting and dispositive power with respect to 291,916 shares of Common Stock of the Issuer, representing approximately 9.88% of the 2,954,092 shares of Common Stock issued and outstanding. The issued and outstanding shares of the Issuer's Common Stock referenced in the preceding sentence are as of August 7, 2017, as reported in the Issuer's Definitive Proxy Statement on Schedule 14A, filed with the Commission on August 7, 2017.

(b) EQS Group AG is deemed to have sole voting power and sole dispositive with respect to 291,916 shares of the Issuer's Common Stock.

(c) During the past 60 days, EQS Group AG acquired beneficial ownership of 173,479 shares of the Issuer's Common Stock through acquisitions made between July 28, 2017 and September 25, 2017 on the open market at prices ranging from \$12.30 per share to \$13.00 per share (exclusive of any fees, commissions or other expenses). Transactions in the Common Stock effected by the Reporting Persons since the filing of Amendment No. 1 are set forth on Schedule A to this Amendment No. 2. All of the transactions reflected in Schedule A to this Amendment No. 2 were effected in open market transactions on the NYSE American Stock Market and other market places in the ordinary course of the Reporting Person's business. Upon request, the Reporting Person hereby undertakes to provide to the Issuer, any stockholder of the Issuer, or the Staff of the Commission, full information regarding the number of shares of the Issuer's Common Stock purchased and the prices of each trade within the ranges set forth in this Item 5(c).

Except as set forth in Schedule A to this Amendment No. 2, neither EQS Group AG, nor any person listed on Schedule I to the Schedule 13D, has effected any transactions in the Issuer's Common Stock since the filing of the original Schedule 13D.

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.

Dated: September 26, 2017

Signature:

EQS Group AG

By: /s/ Andre Silverio Marques
Andre Silverio Marques
Financial Director

SCHEDULE A

TRANSACTIONS SINCE FILING OF
AMENDMENT NO. 1 TO SCHEDULE 13D

Transactions in the Common Stock effected by the Reporting Persons since the filing of Amendment No.1 to the Schedule 13D are set forth below. Such transactions involved the purchase of shares on the NYSE American (formerly NYSE MKT) Stock Market and other market places. The Reporting Person hereby undertakes to provide upon request to the SEC staff full information regarding the number of shares and prices at which each transaction was effected.

<u>Date</u>	<u>Type</u>	<u>Price</u>	<u>Shares</u>
9/25/2017	Purchase	\$13.00	50,000
