

VERAMARK TECHNOLOGIES INC  
Form SC 13G/A  
February 09, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

(Rule 13d-102)

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

**Veramark Technologies, Inc.**

-----  
(Name of Issuer)

Common Stock, \$0.10 par value

-----  
(Title of Class of Securities)

9233511008

-----  
(CUSIP Number)

February 9, 2012

-----  
(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 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. 9233511008

13G

Page 2 of 5 Pages

---

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Peter H. Kamin

---

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

---

3. SEC USE ONLY

---

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

---

NUMBER OF 5. SOLE VOTING POWER

SHARES 861,514

---

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 0

---

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 861,514

---

PERSON 8. SHARED DISPOSITIVE POWER

WITH 0

---

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

861,514

---

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

---

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.2%

---

12. TYPE OF REPORTING PERSON\*

IN

---

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 9233511008

13G

Page 3 of 5 Pages

Item 1(a). Name of Issuer:

Veramark Technologies, Inc.

---

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

1565 Jefferson Road, Suite 120

Rochester, NY 14623

---

Item 2(a). Name of Person Filing:

Peter H. Kamin

---

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

One Avery Street, 17B, Boston, MA 02111

---

Item 2(c). Citizenship:

Mr. Kamin is a US citizen

---

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

Common Stock, \$0.10 par value (the "Common Stock")

---

Item 2(e). CUSIP Number:

9233511008

---

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

The person is not listed in Items 3 (a) through 3 (j)

CUSIP No. 9233511008

13G

Page 4 of 5 Pages

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:

Mr. Kamin is the owner of 861,514 shares of Common Stock.

Mr. Kamin beneficially owns 861,514 shares of Common Stock, which represents approximately 8.2% of the shares of Common Stock issued and outstanding. This percentage is determined by dividing the number of shares beneficially held by Mr. Kamin by 10,479,933, the number of shares of Common Stock issued and outstanding as of September 30, 2011, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on September 30, 2011.

---

(b) Percent of class:

Mr. Kamin may direct the vote and disposition of 861,514 shares of Common Stock.

---

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 [ ].

Inapplicable

---

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Inapplicable

---

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

Inapplicable

---

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

Inapplicable

---

Item 9. Notice of Dissolution of Group.

Inapplicable

---

CUSIP No. 9233511008

13G

Page 5 of 5 Pages

Item 10. Certifications.

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 such purpose or effect.

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.

February 9, 2012  
(Date)

/s/ Peter H. Kamin  
(Signature)