

LONGVIEW FUND LP
Form 4
August 17, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LONGVIEW FUND LP

2. Issuer Name and Ticker or Trading Symbol
Optex Systems Holdings Inc [OPXS]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
1325 HOWARD AVENUE,, SUITE 217

3. Date of Earliest Transaction (Month/Day/Year)
06/09/2017

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

(Street)
BURLINGAME, CA 94010

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | | |
| | | | | | Amount | | |
| | | | | (D) | Price | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
| | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | An Nu Sha | |
|------------------|------------------------------|------------------|------------|---|---|------------------|-----------------|------------|-----------------|-----|
| | | | | Code | V | | | | | (A) |
| Convertible Note | \$ 1.2 ⁽¹⁾ | 06/09/2017 | 06/09/2017 | J ⁽¹⁾ | | 2,800,132 | 06/15/2015 | 05/29/2021 | Common Stock | 2, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LONGVIEW FUND LP 1325 HOWARD AVENUE, SUITE 217 BURLINGAME, CA 94010 | | X | | |

Signatures

/s/ Merrick Okamoto, President of Viking Asset Management LLC, as Investment Manager for The Longview Fund L.P. 08/16/2017

__Signature of Reporting Person Date

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).
- Settlement of a February, 2009 note with Sileas Corp. in the original principal amount of \$13,524,405. Upon conversion by Reporting Person of \$3,358,538 of the amount due under the note into shares of the Company's common stock owned by Sileas and previously
- (1) pledged to the Reporting Person as security with respect to the note. Simultaneously therewith, Sileas made a cash payment of \$250,000 to the Reporting Person and Reporting Person agreed to satisfy \$10,571,791 of the note. The remaining balance of \$64,000 is payable quarterly commencing 6/30/17.

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.