

FRMO CORP
Form SC 13G/A
February 14, 2012

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G/A Amendment No. 6
(Rule 13d-101)

Under the Securities Exchange Act of 1934

FRMO CORP.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

0001042017

(CUSIP Number)

February 14, 2012

(Date of Event that 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)

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
LAWRENCE J. GOLDSTEIN

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
NEW YORK (USA)

5	SOLE VOTING POWER	
NUMBER OF		2,769,554
SHARES		-----
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		0
EACH REPORTING		-----
PERSON WITH	7	SOLE DISPOSITIVE POWER
		2,769,554

8 SHARED DISPOSITIVE POWER

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16,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,512,199

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES [X]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)
7.1%

12 TYPE OF REPORTING PERSON
IN

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Barbara J. & Lawrence J. Goldstein Do Good Foundation Inc.
13-3915414

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
NEW YORK

5 SOLE VOTING POWER
NUMBER OF SHARES 3,000
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER 0
7 SOLE DISPOSITIVE POWER 3,000

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES []

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)
0.0%

12 TYPE OF REPORTING PERSON
CO

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
La'Dadande Limited Partnership
27-1810605

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
NEW YORK

5 SOLE VOTING POWER
NUMBER OF 518,586
SHARES -----
BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 0
EACH REPORTING -----
PERSON WITH 7 SOLE DISPOSITIVE POWER
518,586

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
518,586

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7)
EXCLUDES CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)
1.3%

12 TYPE OF REPORTING PERSON
PN

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
La'Dadande Corp.
27-1582109

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
NEW YORK

5 SOLE VOTING POWER
NUMBER OF 518,586
SHARES -----
BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 0
EACH REPORTING -----
PERSON WITH 7 SOLE DISPOSITIVE POWER
518,586

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
518,586

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7)
EXCLUDES CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)
1.3%

12 TYPE OF REPORTING PERSON
CO

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
SANTA MONICA PARTNERS, L.P.
13-3100474

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
NEW YORK

5 SOLE VOTING POWER
NUMBER OF 735,769
SHARES -----
BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 0
EACH REPORTING -----
PERSON WITH 7 SOLE DISPOSITIVE POWER
735,769

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
735,769

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7)
EXCLUDES CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)
1.9%

12 TYPE OF REPORTING PERSON
PN

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
SMP ASSET MANAGEMENT, LLC
42-1582561

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]

FRMO CORP. SCHEDULE 13G #6
CUSIP No. 0001042017

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE

5 SOLE VOTING POWER
NUMBER OF SHARES 735,769
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER
0
7 SOLE DISPOSITIVE POWER
735,769

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
735,769

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7)
EXCLUDES CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)
1.9%

12 TYPE OF REPORTING PERSON
OO (LLC)

Item 1.

(a) FRMO CORP.

(b) 320 Manville Road, Pleasantville, New York 10570

Item 2. Identity and Background.

(a) This Statement is being filed by Lawrence J. Goldstein, an individual investor. Mr. Goldstein is also sole managing member and sole owner of SMP Asset Management, LLC a Delaware limited liability company ("SMP Asset Management"), which is the general partner of Santa Monica Partners, L.P., a New York limited partnership ("Santa Monica Partners"). He is also the Chairman of the Barbara J. and Lawrence J. Goldstein Do Good Foundation, Inc. ("Do Good Foundation"), limited partner of La'Dadande Limited Partnership, a Delaware limited partnership ("La'Dadande LP") and President of La'Dadande Corp., a New York corporation ("La'Dadande Corp."), which is the general partner of La'Dadande LP.

(b)(c) The principal business address of Mr. Goldstein, Santa Monica Partners, SMP Asset Management, the Do Good Foundation, La'Dadande LP and La'Dadande Corp. (collectively the "Reporting Persons") is 1865 Palmer Avenue, Larchmont, New York 10538. Mr. Goldstein is a citizen

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of the United States.

(d) Title of Class of Securities: Common Stock

(e) CUSIP: 0001042017

Item 3.

N/A

Item 4. Ownership

Lawrence J. Goldstein

(a) Amount beneficially owned: 1,512,199

(b) Percent of class: 3.9%

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

(i) Sole power to vote or to direct the vote: 2,769,554

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 2,769,554

(iv) Shared power to dispose or to direct the disposition of: 16,000

Barbara J. & Lawrence J. Goldstein Do Good Foundation, Inc.

(a) Amount beneficially owned: 3,000

(b) Percent of class: 0.0%

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

(i) Sole power to vote or to direct the vote: 3,000

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 3,000

(iv) Shared power to dispose or to direct the disposition of: 0

La'Dadande Limited Partnership

(a) Amount beneficially owned:

518,586

(b) Percent of class: 1.3%

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

(i) Sole power to vote or to direct the vote: 518,586

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 518,586

(iv) Shared power to dispose or to direct the disposition of: 0

La'Dadande Corp.

(a) Amount beneficially owned:

518,586

(b) Percent of class: 1.3%

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

(i) Sole power to vote or to direct the vote: 518,586

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 518,586

(iv) Shared power to dispose or to direct the disposition of: 0

Santa Monica Partners, L.P.

(a) Amount beneficially owned: 735,769

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- (b) Percent of class: 1.9%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
735,769
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 739,769
 - (iv) Shared power to dispose or to direct the disposition of: 0

SMP Asset Management, LLC

- (a) Amount beneficially owned: 735,769
- (b) Percent of class: 1.9%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
735,769
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 735,769
 - (iv) Shared power to dispose or to direct the disposition of: 0

The filing of this statement made by each of the Reporting Persons shall not be construed as an admission that any of such persons is, for purposes of Section 13(d) of the Securities Exchange Act of 1934, the beneficial owner of any other securities covered by this statement. Lawrence J. Goldstein expressly disclaims the beneficial ownership of 16,000 shares held by his children, for which he has reported shared dispositive power herein and 1,500 shares held by his wife, which are not reported herein.

All shares previously reported by Santa Monica Partners II, L.P., Santa Monica Partners Asset Management, LLC and Humonica Asset Management, LLC have been liquidated.

Item 5.

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 5 percent of the class of securities, check the following

Item 6.

Not applicable

Item 7.

Not applicable

Item 8.

Not applicable

Item 9.

Not applicable

Item 10.

By signing below I certify that, to the best of my knowledge and

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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.

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 14, 2012

/s/LAWRENCE J. GOLDSTEIN

Lawrence J. Goldstein

February 14, 2012

BARBARA J. & LAWRENCE J. GOLDSTEIN
DO GOOD FOUNDATION, INC.

By: /s/LAWRENCE J. GOLDSTEIN

Lawrence J. Goldstein, Chairman

February 14, 2012

La'Dadande Limited Partnership
By: LA'DADANDE CORP., GENERAL PARTNER

By: /s/LAWRENCE J. GOLDSTEIN

Lawrence J. Goldstein, President

February 14, 2012

La'Dadande Corp.

By: /s/LAWRENCE J. GOLDSTEIN

Lawrence J. Goldstein, President

February 14, 2012

SANTA MONICA PARTNERS, L.P.
By: SMP ASSET MANAGEMENT, LLC, GENERAL PARTNER

By: /s/LAWRENCE J. GOLDSTEIN

Lawrence J. Goldstein, Sole Managing Member

February 14, 2012

SMP ASSET MANAGEMENT, LLC

By: /s/LAWRENCE J. GOLDSTEIN

Lawrence J. Goldstein, Sole Managing Member

