

SITO MOBILE, LTD.
Form SC 13D/A
April 10, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)**

(Amendment No. 2)*

SITO Mobile, Ltd.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

82988R203

(CUSIP Number)

Stephen D. Baksa

2 Woods Lane, Chatham,

New Jersey, 07928

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

April 7, 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 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 (the "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).

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NAME OF
REPORTING PERSON

1

Stephen D. Baksa

CHECK THE
APPROPRIATE BOX

2

IF A MEMBER OF A (a) ..
GROUP (b) x

SEC USE ONLY

3

SOURCE OF
FUNDS: PF
CHECK BOX IF
DISCLOSURE OF
LEGAL
PROCEEDINGS IS ..
REQUIRED
PURSUANT TO ITEMS
2(d) or 2(e)

4

5

CITIZENSHIP OR
PLACE OF
ORGANIZATION

6

United States

NUMBER OF
SHARES

SOLE
VOTING
POWER

7

BENEFICIALLY

OWNED BY EACH

1,006,060 (1)

REPORTING PERSON WITH	8	SHARED VOTING POWER
	9	0 SOLE DISPOSITIVE POWER
	10	1,006,060 (1) SHARED DISPOSITIVE POWER

11

0
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

12

1,006,060 (1)
CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (11) EXCLUDES
CERTAIN SHARES

..

13

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

14

4.9% (2)(3)
TYPE OF REPORTING PERSON

IN

(1) As of the date hereof, Mr. Baksa beneficially owns 1,006,060 shares of Common Stock, which includes (i) 776,326 shares of Common Stock held directly by the Reporting Person; (ii) 204,734 shares of Common Stock held by in trust for Mr. Baksa's immediate family, (iii) 5,000 shares of Common Stock issuable upon the exercise of options granted to Mr. Baksa on August 27, 2013 under the SITO Mobile, Ltd. 2010 Stock Option Plan (the "2010 Plan") with

an exercise price of \$6.04 per share and (iv) 20,000 shares of Common Stock issuable upon the exercise of options granted to Mr. Baksa on November 12, 2013 under the 2010 Plan with an exercise price of \$6.32 per share.

(2) All percentages of beneficial ownership presented herein are based on an aggregate of 20,681,047 shares issued and outstanding as of November 14, 2016 as disclosed in the Issuer's Quarterly Report on Form 10-Q for the period ended September 30, 2016.

(3) See Item 5.

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NAME OF
REPORTING PERSON

1

Thomas M. Candelaria

CHECK THE
APPROPRIATE BOX (a)
IF A MEMBER OF A (b)
GROUP
SEC USE ONLY

2

3

SOURCE OF FUNDS

4

PF
CHECK BOX IF
DISCLOSURE OF
LEGAL
PROCEEDINGS IS
REQUIRED
PURSUANT TO ITEMS
2(d) or 2(e)

5

CITIZENSHIP OR
PLACE OF
ORGANIZATION

6

NUMBER OF
United States
7 SOLE
VOTING

SHARES		POWER
BENEFICIALLY		
OWNED BY EACH		406,750(1)
REPORTING PERSON		SHARED
WITH	8	VOTING
		POWER
		0
		SOLE
		DISPOSITIVE
	9	POWER
		406,750 (1)
	10	SHARED
		DISPOSITIVE
		POWER

11

0
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY
 EACH REPORTING PERSON

12

406,750 (1)
 CHECK BOX IF THE
 AGGREGATE AMOUNT IN
 ROW (11) EXCLUDES
 CERTAIN SHARES ..

13

PERCENT OF CLASS
 REPRESENTED BY AMOUNT
 IN ROW (11)

14

2.0% (2)
 TYPE OF REPORTING PERSON

IN

(1) As of the date hereof, Mr. Candelaria beneficially owns 406,750 shares of Common Stock, which includes (i) 386,750 shares of Common Stock held by Streamworks Technologies, Inc., a corporation for which Mr. Candelaria is the sole director and shareholder; and (ii) 20,000 shares of Common Stock held in trust for Mr. Candelaria's immediate family.

(2) See Item 5.

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Item 1. Security and Issuer.

This Amendment No. 2 to that certain Schedule 13D filed with the Securities and Exchange Commission on March 17, 2017, as amended by Amendment No. 1 thereto dated April 7, 2017, relates to the Common Stock, \$0.001 par value (the “Common Stock”) of SITO Mobile, Ltd., a Delaware corporation (the “Issuer”). The principal executive office of the Issuer is located at The Newport Corporate Center, 100 Town Square Place, Suite 204, Jersey City, NJ 07310.

This Amendment No. 2 is being filed to amend and restate our previous Amendment No. 1 that inadvertently misstated the date of the Issuer’s upcoming Annual Meeting, scheduled to occur on June 27, 2017.

Item 2. Identity and Background.

This statement is being filed by and on behalf of:

- (i) Mr. Stephen D. Baksa; and
- (ii) Mr. Thomas Candelaria.

The persons named in this Item 2 are referred to individually herein as a “Reporting Person” and collectively as the “Reporting Persons.”

The address of the principal office of Mr. Baksa is 2 Woods Lane, Chatham, NJ 07928. The principal business of Mr. Baksa is to invest in and assist growth-oriented businesses. Mr. Baksa is a citizen of the United States.

The address of the principal office of Mr. Candelaria is 3228 El Camino del Norte, Encinitas, CA 92023. The principal business of Mr. Candelaria is as a business consultant. Mr. Candelaria is a citizen of the United States.

During the last five years, none of the Reporting Persons has (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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Item 3. Source and Amount of Funds or Other Consideration.

No material change.

Item 4. Purpose of Transaction.

This Item 4 is hereby amended to add the paragraphs at the end hereof:

On April 7, 2017, the Reporting Persons nominated each of Michael Durden, Itzhak Fisher, Thomas J. Pallack, Matthew Stecker and Thomas Thekkethala to stand for election to the Board at the Issuer's Annual Meeting to be held on June 27, 2017 by delivering a Nomination Notice to the Secretary and the Interim Chief Executive Officer of the Issuer.

The description of the Nomination Notice is qualified in its entirety by the text of the Nomination Notice attached hereto as Exhibit 2, which is incorporated herein by reference.

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Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated in its entirety as follows:

(a) As of the date hereof, Mr. Baksa beneficially owns 1,006,060 shares of Common Stock (approximately 4.9% of the Issuer's outstanding stock), which includes (i) 776,326 shares of Common Stock held directly by the Reporting Person, (ii) 204,734 shares of Common Stock held in trust for Mr. Baksa's immediate family, (iii) 5,000 shares of Common Stock issuable upon the exercise of options granted to Mr. Baksa on August 27, 2013 under the 2010 Plan with an exercise price of \$6.04 per share and (iv) 20,000 shares of Common Stock issuable upon the exercise of options granted to Mr. Baksa on November 12, 2013 under the 2010 Plan with an exercise price of \$6.32 per share.

As of the date hereof, Mr. Candelaria beneficially owns 406,750 shares of Common Stock (approximately 2.0% of the Issuer's outstanding stock), which includes (i) 386,750 shares of common stock held by Streamworks Technologies, Inc., a corporation for which Mr. Candelaria is the sole director and shareholder; and (ii) 20,000 shares of Common Stock held in trust for Mr. Candelaria's immediate family.

By virtue of the informal understanding of the Reporting Persons to consult with each other with respect to actions taken by each with respect to the shares of the Issuer's Common Stock that are from time-to-time owned by each, Mr. Baksa and Mr. Candelaria may be deemed to constitute a group for purposes of Section 13 of the Exchange Act and may be deemed to have beneficial ownership of the Common Stock owned by the each other. If the Reporting Persons are deemed to be members of a group, the Reporting Persons may be deemed to beneficially own an aggregate of 1,412,810 shares of Common Stock, or approximately 6.8% of the Issuer's outstanding Common Stock. Each Reporting Person hereby expressly disclaims beneficial ownership of the Common Stock except to the extent of its pecuniary interest in those shares directly held by such Reporting Person.

(b) Regarding the number of shares of Common Stock as to which such person has:

(i) sole power to vote or to direct the vote: See line 7 of cover sheets.

(ii) shared power to vote or to direct the vote: See line 8 of cover sheets.

(iii) sole power to dispose or to direct the disposition: See line 9 of cover sheets.

(iv) shared power to dispose or to direct the disposition: See line 10 of cover sheets.

(c) Other than as set forth below, none of the Reporting Persons has effected any transactions in the shares of Common Stock within the past 60 days.

On March 17, 2017, Mr. Baksa acquired 73,194 shares of Common Stock at a price per share of \$2.2651 in open market broker transactions.

On March 29, 2017, Mr. Baksa acquired 19,361 shares of Common Stock at a price per share of \$2.4922 in open market broker transactions.

(d) Other than as set forth in this Report, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, shares of Common Stock beneficially owned by any of the Reporting Persons.

(e) Not applicable.

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is hereby amended by adding the following at the end hereof:

“Item 4 is hereby incorporated by reference.”

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Item 7. Material to be Filed as Exhibits.

Exhibit 1: Joint Filing Agreement dated as of March 17, 2017, as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (previously filed).
Exhibit 2: Nomination Notice dated as of April 7, 2017.

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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.

Date: April 7, 2017

By: /s/ Stephen D. Baksa
Name: Stephen D. Baksa

By: /s/ Thomas Candelaria
Name: Thomas Candelaria