

RADISYS CORP  
Form SC 13D/A  
July 19, 2017  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 13)

RADISYS CORPORATION (RSYS)  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

750459109  
(CUSIP Number)

David Nierenberg  
The D3 Family Funds  
19605 NE 8th Street  
Camas, WA 98607  
(360) 604-8600

With a copy to:

Christopher P. Davis  
Kleinberg, Kaplan, Wolff & Cohen, P.C.  
551 Fifth Avenue  
New York, NY 10176  
(212) 986-6000

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

July 17, 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 .

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NAME OF REPORTING PERSONS

1 The D3 Family Fund, L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS (See  
Instructions)

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

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Washington

NUMBER OF  
SHARES 7 SOLE VOTING POWER  
BENEFICIALLY OWNED BY  
EACH 0

8 SHARED VOTING POWER  
439,169

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
439,169

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
439,169

12 CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11)

EXCLUDES CERTAIN SHARES   
]

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

1.1%

14 TYPE OF REPORTING PERSON  
(See Instructions)

PN

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NAME OF REPORTING PERSONS

1 The D3 Family Bulldog Fund, L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS (See  
Instructions)

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

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Washington

NUMBER OF  
SHARES 7 SOLE VOTING POWER  
BENEFICIALLY OWNED BY  
EACH 0

8 REPORTING PERSON WITH  
1,070,648 SHARED VOTING POWER

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
1,070,648

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
1,070,648

12 CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11)

EXCLUDES CERTAIN SHARES   
]

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

2.8%

14 TYPE OF REPORTING PERSON  
PN



NAME OF REPORTING PERSONS

1 The DIII Offshore Fund, L.P.

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (See  
2 Instructions)

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See  
Instructions)

WC

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
5 REQUIRED PURSUANT TO ITEMS

2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

Bahamas

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
79,836

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
79,836

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
79,836

CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
12 (11)

EXCLUDES CERTAIN SHARES   
]

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

Less than 1%

14 TYPE OF REPORTING PERSON  
PN



NAME OF REPORTING PERSONS

1 Nierenberg Investment Management  
Company, Inc.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS (See  
Instructions)  
WC

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

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
Washington

NUMBER OF  
SHARES  
BENEFICIALLY

7 SOLE VOTING POWER  
0

OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER  
1,589,653

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
1,589,653

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
1,589,653

CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
12 (11)

EXCLUDES CERTAIN SHARES   
]  
PERCENT OF CLASS

13 REPRESENTED BY AMOUNT IN  
ROW (11)  
4.1%

14 TYPE OF REPORTING PERSON



CO

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NAME OF REPORTING PERSONS

1 Nierenberg Investment Management  
Offshore, Inc.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS (See  
Instructions)  
WC

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

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
Bahamas

NUMBER OF  
SHARES  
BENEFICIALLY

7 SOLE VOTING POWER  
0

OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER  
79,836

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
79,836

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
79,836

CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
12 (11)

EXCLUDES CERTAIN SHARES   
]  
PERCENT OF CLASS

13 REPRESENTED BY AMOUNT IN  
ROW (11)  
Less than 1%

14 TYPE OF REPORTING PERSON

CO

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NAME OF REPORTING PERSONS

1 David Nierenberg

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (See

2 Instructions)  
(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See  
Instructions)

AF

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

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION

United States of America

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
1,589,653

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
1,589,653

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

11 1,589,653

12 79,836

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

13 4.1%

14 TYPE OF REPORTING PERSON  
IN

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The following constitutes Amendment No. 13 to the Schedule 13D filed by the undersigned ("Amendment No. 13"). This Amendment No. 13 amends the Schedule 13D with respect to the shares of common stock (the "Shares") of Radisys Corporation. ("RSYS" or the "Company") previously filed by or on behalf of the Reporting Persons specifically set forth herein.

Item 5. Interest in Securities of the Issuer

Item 5(a) is hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 38,928,674 Shares outstanding as of April 27, 2017, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 2, 2017.

As of the close of business on the date hereof, the Family Fund individually beneficially owned 439,169 Shares, constituting approximately 1.1% of all of the outstanding Shares.

As of the close of business on the date hereof, the Bulldog Fund individually beneficially owned 1,070,648 Shares, constituting approximately 2.8% of all of the outstanding Shares.

As of the close of business on the date hereof, the Offshore Fund individually beneficially owned 79,836 Shares, constituting less than 1% of all of the outstanding Shares.

By virtue of its relationships with each of the Family Fund, the Bulldog Fund and the Offshore Fund discussed in further detail in Item 2, NIMCO may be deemed to be the beneficial owner of the 1,589,653 Shares, beneficially owned in the aggregate by the Family Fund, the Bulldog Fund and the Offshore Fund, constituting approximately 4.1% of all of the outstanding Shares.

By virtue of its relationships with the Offshore Fund discussed in further detail in Item 2, NIMO may be deemed to be the beneficial owner of the 79,836 Shares, beneficially owned by the Offshore Fund, constituting less than 1% of all of the outstanding Shares.

By virtue of his relationship with NIMCO and NIMO discussed in further detail in Item 2, Mr. Nierenberg may be deemed to be the beneficial owner of the 1,589,653 Shares beneficially owned by NIMCO and NIMO, constituting approximately 4.1% of all of the outstanding Shares.

The Reporting Persons, in the aggregate, beneficially own 1,589,653 Shares, constituting approximately 4.1% of the outstanding Shares.

Item 5(b) is hereby amended and restated to read as follows:

(b) The Family Fund, NIMCO and Mr. Nierenberg have shared power (i) to vote or direct the vote of, and (ii) to dispose or direct the disposition of, the 439,169 Shares held by the Family Fund.

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The Bulldog Fund, NIMCO and Mr. Nierenberg have shared power (i) to vote or direct the vote of, and (ii) to dispose or direct the disposition of, the 1,070,648 Shares held by the Bulldog Fund.

The Offshore Fund, NIMO and Mr. Nierenberg have shared power (i) to vote or direct the vote of, and (ii) to dispose or direct the disposition of, the 79,836 Shares held by the Offshore Fund.

Item 5(c) is hereby amended and restated to read as follows:

(c) During the past sixty (60) days the following sale of Shares were made by the Reporting Persons named below in open market transaction:

Fund	Transaction Date	Shares Sold	Price
D3 Family Fund LP	7/17/2017	148,808	2.50
D3 Family Bulldog Fund LP	7/17/2017	344,140	2.50
DIII Offshore Fund LP	7/17/2017	7,052	2.50
D3 Family Fund LP	7/18/2017	141,229	2.61
D3 Family Bulldog Fund LP	7/18/2017	338,897	2.61
DIII Offshore Fund LP	7/18/2017	19,874	2.61

(e) The Reporting Persons ceased to be beneficial owners of more than five percent of the outstanding Shares on July 18, 2017.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in the Statement is true, complete and correct.

D3 Family Fund, L.P., D3 Family Bulldog Fund, L.P., and D3 Family Canadian Fund, L.P.

By: Nierenberg Investment Management Company, Inc.

Its: General Partner

By: /s/ David Nierenberg

July 19, 2017 David Nierenberg, President

DIII Offshore Fund, L.P.

By: Nierenberg Investment Management Offshore, Inc.

Its: General Partner

By: /s/ David Nierenberg

July 19, 2017 David Nierenberg, President

Nierenberg Investment Management  
Company, Inc.

By: /s/ David Nierenberg

July 19, 2017 David Nierenberg, President

Nierenberg Investment Management  
Offshore, Inc.

By: /s/ David Nierenberg

July 19, 2017 David Nierenberg, President

/s/ David Nierenberg

July 19, 2017 David Nierenberg