

COMMUNICATIONS SYSTEMS INC
Form SC 13G/A
February 23, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2**

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 3)*

Communications Systems, Inc.

(Name of Issuer)

Common Stock, \$.05 Par Value

(Title of Class of Securities)

203900 10 5

(CUSIP Number)

December 31, 2016

(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 ("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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CUSIP No. 203900 10 5 13G

Names of Reporting Persons

1. Communication Systems,
Inc. Employee Stock
Ownership Plan and Trust

Check the Appropriate Box

2. if a Member of a Group (*See*
Instructions)
 - (a)
 - (b)

3. SEC Use Only

Citizenship or Place of

4. Organization
Minnesota

| | | |
|----------------|--------------------------|-----------|
| Number of | Sole Voting Power | 0 |
| Shares | | |
| Beneficially | Shared Voting Power | 6,595,959 |
| Owned | | |
| by | Sole Dispositive Power | 7,0 |
| Each Reporting | | |
| Person | Shared Dispositive Power | 8,595,959 |
| With | | |

Aggregate Amount

9. Beneficially Owned by Each
Reporting Person
595,959

10. Check if the Aggregate
Amount in Row (9)
Excludes Certain Shares
(See Instructions)

11. Percent of Class
Represented by Amount in
Row (9)
6.7%

12. Type of Reporting Person
(See Instructions)
EP

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Item 1.

- (a) Name of Issuer:
Communications Systems, Inc.
Address of Issuer's Principal Executive Offices:
10900 Red Circle Drive
- (b)
Minnetonka, MN 55343

Item 2.

- (a) Name of Person Filing:
Communication Systems, Inc. Employee Stock Ownership Plan and Trust
Address of Principal Business Office or, if None, Residence:
10900 Red Circle Drive
- (b)
Minnetonka, MN 55343
- (c) Citizenship:
Minnesota
- (d) Title of Class of Securities:
Common Stock
- (e) CUSIP Number:
203900 10 5

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
(e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
(f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
(g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
(h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
(i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
(j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).
(k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

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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.

Amount beneficially owned:

- (a) The ESOP holds 595,959 shares and has the voting power described below.
Percent of class:
- (b) 6.7% based on 8,862,408 shares of the Issuer's common stock outstanding as reported in the Issuer's Form 10-Q filed November 4, 2016.
Number of shares as to which the person has:
- (c)

Sole power to vote or to direct the vote:

(i)

0

Shared power to vote or to direct the vote:

(ii)

595,959

Sole power to dispose or to direct the disposition of:

(iii)

0

Shared power to dispose or to direct the disposition of:

(iv)

595,959

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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 .

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

Not Applicable

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

Not Applicable

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

The Communications Systems, Inc. Employee Stock Ownership Plan (“ESOP”) is a tax qualified employee stock ownership plan under the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), with individual accounts for the accrued benefits of participating employees and their beneficiaries. The ESOP is administered by a third party administrator and the shares owned by the ESOP are held by a third party custodian. Roger H.D. Lacey, Randall D. Sampson and Mark Fandrich serve as the ESOP Trustees as of the date of this Schedule 13G. Exhibit A lists the share ownership of the ESOP Trustees. The ESOP Trustees disclaim beneficial ownership of any shares not allocated to their respective accounts. The number of shares listed as beneficially owned represents the entire number of shares of common stock held by the ESOP as of December 31, 2016.

The ESOP, through the ESOP Trustees, has sole voting power and dispositive power over all unallocated shares held by the ESOP and shares voting power with ESOP beneficiaries for allocated shares. ESOP beneficiaries are entitled to instruct the ESOP Trustees how to vote the shares allocated to their accounts.

Acting through the ESOP Trustees, the ESOP shares dispositive power over all allocated shares held in the ESOP with participating employees and their beneficiaries. Participating employees and their beneficiaries have the right to determine whether shares allocated to their respective accounts will be tendered in response to a tender offer, but otherwise have no dispositive power.

Item 9. Notice of Dissolution of Group.

Not Applicable

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 that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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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.

/s/ Roger H. D. Lacey February 23, 2017
Roger H.D. Lacey, as Trustee

/s/ Randall D. Sampson February 23, 2017
Randall D. Sampson, as Trustee

/s/ Mark Fandrich February 23, 2017
Mark Fandrich, as Trustee

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Exhibit A

Ownership of ESOP Trustees

The ESOP Trustees and their beneficial ownership of shares of common stock of the issuer, exclusive of responsibilities as ESOP Trustees are as follows:

| Name | Beneficial Ownership, excluding ESOP participant ownership¹ | Beneficial Ownership As ESOP Participant |
|--------------------|---|---|
| Roger H.D. Lacey | 98,782 | 859 |
| Randall D. Sampson | 130,505 | |
| Mark Fandrich | 343 | |

¹ Beneficial ownership as of December 31, 2016. Includes all options vested or to be vested within 60 days of December 31, 2016, as follows: 57,193 shares for Mr. Lacey; 38,108 shares for Mr. Sampson; and no shares for Mr. Fandrich.