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COHEN ANDREW
Form SC 13D/A
June 12, 2002

SECURITIES AND EXCHANGE COMMISSION

AMENDMENT NO. 1 TO
SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

DIGITAL POWER CORP.

COMMON STOCK

253862 10 6
(CUSIP NUMBER)

120 Broadway, Suite 905
New York, NY 10271

May 31, 2002

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), (f) or (g), check the following box / /.

(1) Names of Reporting Persons. S.S. or I.R.S. Identification Nos. of Above Persons (entities only):

ANDREW COHEN

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

(3) SEC Use Only

(4) Source of Funds (See Instructions): PF

(5) Check if Disclosure of Legal Proceedings is 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: 168,805

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- (8) Shared Voting Power: 0
- (9) Sole Dispositive Power: 168,805
- (10) Shared Dispositive Power: 0
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person: 168,805
- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
- (13) Percent of Class Represented by Amount in Row (11): 3.74%
- (14) Type of Reporting Person: IN

ITEM 1. SECURITY AND ISSUER.

Digital Power Corp.
Common Stock, \$.001 par value.
41920 Christy Street
Fremont, CA 94538

ITEM 2. IDENTITY AND BACKGROUND.

- (a) Name: Andrew Cohen
- (b) Business Address: 120 Broadway, Suite 905
New York, NY 10271
- (c) Managing Member of Cohen Specialists, LLC, an investment firm.
- (d) None.
- (e) None.
- (f) Citizenship. United States of America

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The Reporting Person holds 168,805 common shares of the Issuer as of May 31, 2002. The shares are held by Cohen Specialists, LLC, an investment firm in which Mr. Cohen is a 99% owner.

ITEM 4. PURPOSE OF TRANSACTION.

The Reporting Person is the Managing Member of Cohen Specialists, LLC, an investment firm. Thus, the acquisition by the Reporting Person is based on the belief that such purchase is a good investment that will produce favorable

economic results. Mr. Cohen presently owns 168,805 shares of the Issuer, or 3.74% of the issued and outstanding shares of the Issuer which reduces his ownership interest in the Issuer below 5%.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Mr. Cohen owns 168,805 shares of the Issuer, or 3.74% of the issued and outstanding shares of the Issuer.

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ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

The Reporting Person has no contracts, arrangements, understandings or relationships with any other person with respect to any securities of the Issuer.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

None.

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: June 10, 2002

Signature: /s/ Andrew Cohen

ANDREW COHEN