

Check-Cap Ltd
Form 6-K
August 15, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934

For August 2016

Commission File No. 001-36848

Check-Cap Ltd.

Check-Cap Building
Abba Hushi Avenue
P.O. Box 1271
Isfiya, 30090
Mount Carmel, Israel

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES.)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ____

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-__

This Form 6-K is being incorporated by reference into the Post-Effective Amendment No. 1 to the Form S-8 Registration Statement File No. 333-203384 and into the Registration Statement on Form F-3, File No. 333-211065.

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On August 15, 2016, Check-Cap Ltd. (the “Company”) issued a press release announcing its financial results for the second quarter ended June 30, 2016.

A copy of the press release is attached as Exhibit 99.1 and is incorporated by reference herein.

Exhibits

- 99.1 Press release, dated August 15,
2016.
-

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Check-Cap Ltd.

By: /s/ Lior Torem
Name: Lior Torem
Title: Chief Financial Officer

Dated: August 15, 2016

Opt; FONT-FAMILY: times new roman; DISPLAY: inline">Connecticut

NUMBER OF
SHARES
5

SOLE VOTING POWER

1,386,312

BENEFICIALLY
OWNED BY
6

SHARED VOTING POWER

-0-

EACH
REPORTING
7

SOLE DISPOSITIVE POWER

1,386,312

PERSON
WITH
8

SHARED DISPOSITIVE POWER

-0-

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,386,312

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.6%*

12

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

* This calculation is rounded to the nearest tenth and is based upon 13,072,214 shares of common stock outstanding as of May 1, 2015 as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2015.

CUSIP No. 032332504

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1 NAMES OF REPORTING PERSONS

M3C Holdings LLC
20-6116984

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES	5	SOLE VOTING POWER
		263,688

BENEFICIALLY OWNED BY	6	SHARED VOTING POWER
		-0-

EACH REPORTING	7	SOLE DISPOSITIVE POWER
		263,688

PERSON WITH	8	SHARED DISPOSITIVE POWER
		-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

263,688

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) []
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.0%*

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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* This calculation is rounded to the nearest tenth and is based upon 13,072,214 shares of common stock outstanding as of May 1, 2015 as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2015.

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1 NAMES OF REPORTING PERSONS

Robert Averick

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES	5	SOLE VOTING POWER
		-0-

BENEFICIALLY OWNED BY	6	SHARED VOTING POWER
		150,000

EACH REPORTING	7	SOLE DISPOSITIVE POWER
		-0-

PERSON WITH	8	SHARED DISPOSITIVE POWER
		150,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

150,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) []
 EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.1%*

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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* This calculation is rounded to the nearest tenth and is based upon 13,072,214 shares of common stock outstanding as of May 1, 2015 as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2015.

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1 NAMES OF REPORTING PERSONS

Piton Capital Partners LLC
47-3106673

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES	5	SOLE VOTING POWER
		50,000

BENEFICIALLY OWNED BY	6	SHARED VOTING POWER
		-0-

EACH REPORTING	7	SOLE DISPOSITIVE POWER
		50,000

PERSON WITH	8	SHARED DISPOSITIVE POWER
		-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

50,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) []
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.4%*

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

* This calculation is rounded to the nearest tenth and is based upon 13,072,214 shares of common stock outstanding as of May 1, 2015 as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2015.

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Item 2(a) Names of Persons Filing:

The Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

1. Leslie J. Schreyer, as Trustee under Trust Agreement dated December 23, 1989 FBO the issue of Jonathan D. Sackler (the "Trust");
2. M3C Holdings LLC ("M3C");
3. Robert Averick; and
4. Piton Capital Partners LLC ("Piton").

The Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13G as Exhibit A, pursuant to which they have agreed to file this Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k) of the Act.

Item 2(b) Address of Principal Business Office or, if None, Residence:

The address of Piton is:

c/o North Bay Associates
14000 Quail Springs Parkway, Suite 2200
Oklahoma City, Oklahoma 73134

Item 2(c) Citizenship:

4. Piton is a Delaware limited liability company.

Item 4 Ownership:

The percentages used herein are calculated based upon 13,072,214 shares of common stock outstanding as of May 1, 2015 as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2015.

As of June 3, 2015:

1. the Trust

(a) Amount Beneficially Owned:

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1,386,312*

(b) Percent of Class:

10.6%

(c) Number of Shares as to which such person has:

(i) Sole power to vote or direct the vote:

1,386,312

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

-0-

(iii) Sole power to dispose or direct the disposition:

1,386,312

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

-0-

* Represents shares held in the Trust, for which Leslie J. Schreyer serves as sole Trustee. Leslie J. Schreyer has no pecuniary interest in the shares held by the Trust.

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2. M3C Holdings LLC

(a) Amount Beneficially Owned:

263,688**

(b) Percent of Class:

2.0%

(c) Number of Shares as to which such person has:

(i) Sole power to vote or direct the vote:

263,688

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

-0-

(iii) Sole power to dispose or direct the disposition:

263,688

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

-0-

** Represents shares held by M3C Holdings LLC. M3C Holdings LLC is a Delaware limited liability company wholly-owned by Mary Corson and Richard S. Sackler, M.D., as Trustees of the Mary Corson Trust dated January 15, 2004. Mary Corson is the sole beneficiary of the Mary Corson Trust and the wife of Jonathan D. Sackler.

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3. Robert Averick

(a) Amount Beneficially Owned:

150,000***

(b) Percent of Class:

1.1%

(c) Number of Shares as to which such person has:

(i) Sole power to vote or direct the vote:

-0-

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

150,000

(iii) Sole power to dispose or direct the disposition:

-0-

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

150,000

*** Represents shares held by Robert Averick jointly with his wife, Mickel Averick, for which Robert and Mickel share voting and dispositive power. Robert Averick is employed by Kokino LLC, which is a family office and provides investment advice to family clients, including the Trust, M3C and Piton with respect to the shares of the Issuer beneficially owned by the Trust, M3C and Piton.

4. Piton Capital Partners LLC

(a) Amount Beneficially Owned:

50,000****

(b) Percent of Class:

0.4%

(c) Number of Shares as to which such person has:

(i) Sole power to vote or direct the vote:

50,000

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

-0-

(iii) Sole power to dispose or direct the disposition:

50,000

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

-0-

**** Represents shares held by Piton Capital Partners LLC. Piton Capital Partners LLC is a Delaware limited liability company and investment entity that is a family client of Kokino LLC.

Item 10

Certification.

Each of the Reporting Persons makes the following certification:

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.

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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.

Dated: June 12, 2015

/s/ Frank S. Vellucci
Frank S. Vellucci
Attorney-in-Fact for Leslie J. Schreyer, in his capacity
as trustee under Trust Agreement dated December 23,
1989 FBO the issue of Jonathan D. Sackler

M3C Holdings LLC

By: /s/ Stephen A. Ives
Stephen A. Ives
Vice President

/s/ Robert Averick
Robert Averick

Piton Capital Partners LLC

By: Piton Capital Management LLC, its managing
member

By: Kokino LLC, its managing member

By: /s/ Brian Olson
Brian Olson
President and Chief Investment
Officer

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Exhibit Index

	Page No.
A. Joint Filing Agreement, dated as of June 12, 2015, by and among Leslie J. Schreyer, in his capacity as trustee under Trust Agreement dated December 23, 1989 FBO the issue of Jonathan D. Sackler, M3C Holdings LLC, Robert Averick and Piton Capital Partners LLC.	13
B. Power of Attorney, dated as of March 25, 2013 granted by Leslie J. Schreyer, in his capacity as trustee under Trust Agreement dated December 23, 1989 FBO the issue of Jonathan D. Sackler, in favor of Anthony M. Roncalli and Frank S. Vellucci.	14

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Exhibit A

Joint Filing
Agreement Pursuant
to Rule 13d-1

This agreement is made pursuant to Rule 13d-1(k)(1) under the Securities and Exchange Act of 1934, as amended (the "Act") by and among the parties listed below, each referred to herein as a "Joint Filer." The Joint Filers agree that a statement of beneficial ownership as required by Sections 13(g) or 13(d) of the Act and the Rules thereunder may be filed on each of their behalf on Schedule 13G or Schedule 13D, as appropriate, and that said joint filing may thereafter be amended by further joint filings. The Joint Filers state that they each satisfy the requirements for making a joint filing under Rule 13d-1.

Dated: June 12, 2015

/s/ Frank S. Vellucci
Frank S. Vellucci
Attorney-in-Fact for Leslie J. Schreyer, in his capacity
as trustee under Trust Agreement dated December 23,
1989 FBO the issue of Jonathan D. Sackler

M3C Holdings LLC

By: /s/ Stephen A. Ives
Stephen A. Ives
Vice President

/s/ Robert Averick
Robert Averick

Piton Capital Partners LLC

By: Piton Capital Management LLC, its managing
member

By: Kokino LLC, its managing member

By: /s/ Brian Olson

Brian Olson
President and Chief Investment
Officer

Exhibit B

Power of Attorney

The undersigned, as a Section 13(d) reporting person and potential Section 16 reporting person of Amtech Systems, Inc. (the "Company") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), hereby constitutes and appoints Anthony M. Roncalli and Frank S. Vellucci, and each of them, the undersigned's true and lawful attorney-in-fact to:

1. Complete and execute Forms 3, 4, 5, and 144, Schedules 13D and 13G and Form ID (Uniform Application for Access Codes to File on EDGAR) and other forms and all amendments thereto as such attorney-in-fact shall in his discretion determine to be required or advisable pursuant to Section 16(a) and Section 13(d) of the Exchange Act, and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company;
2. Do and perform any and all acts for and on the behalf of the undersigned which may be necessary or desirable in order to complete and execute any such form, complete and execute any amendments thereto, and timely file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate; and
3. Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Sections 16 and 13(d) of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, 5 or 144 or Schedules 13D or 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of March 25, 2013.

/s/ Leslie J. Schreyer
Leslie J. Schreyer, in his capacity as trustee
under Trust Agreement dated December 23,
1989 FBO the issue of Jonathan D. Sackler