

Resonant Inc
Form SC 13G/A
January 17, 2017

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

RESONANT INC.

(Name of Issuer)

COMMON STOCK, \$0.001 PAR VALUE PER SHARE

(Title of Class of Securities)

76118L 10 2

(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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| | | |
|--|---|------------------------------------|
| 1 | Names of Reporting Persons: Neal Fenzi | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | |
| | (b) <input type="radio"/> | |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization: United States | |
| | 5 | Sole Voting Power: 458,858 |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 6 | Shared Voting Power: 0 |
| | 7 | Sole Dispositive Power: 458,858 |
| | 8 | Shared Dispositive Power: 0 |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person: 458,858 | |
| 10 | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 11 | Percent of Class Represented by Amount in Row (9): 3.6% | |
| 12 | Type of Reporting Person (See Instructions): IN | |

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- Item 1(a).** Name of Issuer:
Resonant Inc.
- Item 1(b).** Address of Issuer's Principal Executive Offices:
110 Castilian Drive, Suite 100

Goleta, California 93117
- Item 2(a).** Name of Person Filing:
Neal Fenzi
- Item 2(b).** Address of Principal Business Office or, if none, Residence:
Neal Fenzi

Resonant Inc.

110 Castilian Drive, Suite 100

Goleta, California 93117
- Item 2(c).** Citizenship:
United States
- Item 2(d).** Title of Class of Securities:
Common Stock, \$0.001 par value per share
- Item 2(e).** CUSIP Number:
76118L 10 2
- Item 3.** Not Applicable

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Item 4. Ownership:

(a) Amount beneficially owned as of December 31, 2016: 458,858*

* Consists of (i) 355,679 shares of common stock held of record by Mr. Fenzi, (ii) 7,346 shares of common stock issuable pursuant to restricted stock units that vest within 60 days of December 31, 2016, (iii) 7,500 shares of common stock issuable pursuant to outstanding options exercisable within 60 days of December 31, 2016, and (iv) 88,333 shares of common stock issuable pursuant to outstanding warrants exercisable within 60 days of December 31, 2016.

(b) Percent of class: 3.6%

Based on 12,468,647 outstanding shares as of December 31, 2016.

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

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

458,858

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

0

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

458,858

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

0

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 5 percent of the class of securities, check the following X

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:

Not Applicable

Item 9. Notice of Dissolution of Group:

Not Applicable

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Item 10. Certifications:
Not Applicable

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: January 13, 2017

/s/ NEAL FENZI
NEAL FENZI