

PURE CYCLE CORP
Form SC 13G/A
February 14, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

(Rule 13d-102)

**Information Statement Pursuant to Rules 13d-1
Under the Securities Exchange Act of 1934
(Amendment No. 6)***

Pure Cycle Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

746228303

(CUSIP Number)

December 31, 2011

Date of Event Which Requires Filing of the 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 disclosures provided in a prior cover page.

The information required on 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).

CUSIP No. 746228303

13G

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Trigran Investments, Inc.
2. Check the Appropriate Box if a Member of a Group
(a) o
(b) x
3. SEC Use Only
4. Citizenship or Place of Organization
Illinois company
5. Sole Voting Power
0
6. Shared Voting Power
2,392,914 shares of common stock
7. Sole Dispositive Power
0
8. Shared Dispositive Power
2,392,914 shares of common stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,392,914 shares of common stock
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o
11. Percent of Class Represented by Amount in Row (9)
Approximately 9.95% as of December 31, 2011 (based on 24,037,596 shares of common stock issued and outstanding per Pure Cycle Corporation Form 10-Q dated January 13, 2012).
12. Type of Reporting Person
IA/CO

CUSIP No. 746228303

13G

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Trigran Investments, L.P.
 2. Check the Appropriate Box if a Member of a Group
(a) o
(b) x
 3. SEC Use Only
 4. Citizenship or Place of Organization
Illinois Limited Partnership
- | | | | |
|---|----|--------------------------|----------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power | 0 |
| | 6. | Shared Voting Power | 1,461,581 shares of common stock |
| | 7. | Sole Dispositive Power | 0 |
| | 8. | Shared Dispositive Power | 1,461,581 shares of common stock |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,461,581 shares of common stock
 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o
 11. Percent of Class Represented by Amount in Row (9)
Approximately 6.1% as of December 31, 2011 (based on 24,037,596 shares of common stock issued and outstanding per Pure Cycle Corporation Form 10-Q dated January 13, 2012).
 12. Type of Reporting Person
PN

CUSIP No. 746228303

13G

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
Douglas Granat
 2. Check the Appropriate Box if a Member of a Group
(a) o
(b) x
 3. SEC Use Only
 4. Citizenship or Place of Organization
U.S. Citizen
- | | | | |
|---|----|--|--|
| | 5. | | Sole Voting Power
0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | | Shared Voting Power
2,392,914 shares of common stock |
| | 7. | | Sole Dispositive Power
0 |
| | 8. | | Shared Dispositive Power
2,392,914 shares of common stock |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,392,914 shares of common stock
 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o
 11. Percent of Class Represented by Amount in Row (9)
Approximately 9.95% as of December 31, 2011 (based on 24,037,596 shares of common stock issued and outstanding per Pure Cycle Corporation Form 10-Q dated January 13, 2012).
 12. Type of Reporting Person
IN/HC

CUSIP No. 746228303

13G

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
Lawrence A. Oberman
 2. Check the Appropriate Box if a Member of a Group
(a) o
(b) x
 3. SEC Use Only
 4. Citizenship or Place of Organization
U.S. Citizen
- | | | | |
|---|----|----|--|
| | 5. | | Sole Voting Power
0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | | 6. | Shared Voting Power
2,392,914 shares of common stock |
| | | 7. | Sole Dispositive Power
0 |
| | | 8. | Shared Dispositive Power
2,392,914 shares of common stock |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,392,914 shares of common stock
 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o
 11. Percent of Class Represented by Amount in Row (9)
Approximately 9.95% as of December 31, 2011 (based on 24,037,596 shares of common stock issued and outstanding per Pure Cycle Corporation Form 10-Q dated January 13, 2012).
 12. Type of Reporting Person
IN/HC

CUSIP No. 746228303

13G

- | | |
|-----|---|
| 1. | Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
Steven G. Simon |
| 2. | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
U.S. Citizen |
| 5. | Sole Voting Power
0 |
| 6. | Shared Voting Power
2,392,914 shares of common stock |
| 7. | Sole Dispositive Power
0 |
| 8. | Shared Dispositive Power
2,392,914 shares of common stock |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
2,392,914 shares of common stock |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)
Approximately 9.95% as of December 31, 2011 (based on 24,037,596 shares of common stock issued and outstanding per Pure Cycle Corporation Form 10-Q dated January 13, 2012). |
| 12. | Type of Reporting Person
IN/HC |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: PURE CYCLE CORP - Form SC 13G/A

CUSIP No. 746228303

13G

Item 1(a) Name of Issuer:
Pure Cycle Corporation
Item 1(b) Address of Issuer's Principal Executive Offices:
1490 Lafayette Street, Suite 203

Denver, CO 80218

Item 2(a) Name of Person Filing
Item 2(b) Address of Principal Business Office
Item 2(c) Citizenship

Trigran Investments, Inc.

630 Dundee Road, Suite 230

Northbrook, IL 60062

Illinois company

Trigran Investments, L.P.

630 Dundee Road, Suite 230

Northbrook, IL 60062

Illinois limited partnership

Douglas Granat

630 Dundee Road, Suite 230

Northbrook, IL 60062

U.S. Citizen

Lawrence A. Oberman

630 Dundee Road, Suite 230

Northbrook, IL 60062

U.S. Citizen

Edgar Filing: PURE CYCLE CORP - Form SC 13G/A

Steven G. Simon

630 Dundee Road, Suite 230

Northbrook, IL 60062

U.S. Citizen

- 2(d)** Title of Class of Securities:
Common Stock, par value 1/3 of \$.01 per share
- 2(e)** CUSIP Number:
746228303

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- | | | |
|-----|-----------------------|---|
| (a) | <input type="radio"/> | Broker or dealer registered under section 15 of the Exchange Act; |
| (b) | <input type="radio"/> | Bank as defined in section 3(a)(6) of the Exchange Act; |
| (c) | <input type="radio"/> | Insurance company as defined in section 3(a)(19) of the Exchange Act; |
| (d) | <input type="radio"/> | Investment company registered under section 8 of the Investment Company Act; |
| (e) | <input type="radio"/> | An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E); |
| (f) | <input type="radio"/> | An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F); |
| (g) | <input type="radio"/> | A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G); |
| (h) | <input type="radio"/> | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act; |
| (i) | <input type="radio"/> | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act; |
| (j) | <input type="radio"/> | A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J); |
| (k) | <input type="radio"/> | Group, in accordance with Rule 13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with |

Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: _____

If this statement is filed pursuant to Rule 13d-1(c), check this box.

