

PURE CYCLE CORP
Form SC 13G/A
April 15, 2009

**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. 3)***

Pure Cycle Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

746228303

(CUSIP Number)

April 9, 2009

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).

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CUSIP No. 746228303

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
- | | | |
|-------------------------------------------------------------------------------------|----|--------------------------------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
1,660,108 shares of common stock |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
1,660,108 shares of common stock |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,660,108 shares of common stock
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9)
Approximately 8.2% as of April 9, 2009 (based on 20,206,566 shares of common stock issued and outstanding per Pure Cycle Corporation Form 10-Q dated April 9, 2009).
12. Type of Reporting Person
CO

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CUSIP No. 746228303

- | | | |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| 1. | Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person | |
| | Trigran Investments, L.P. [1] | |
| 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
Illinois Limited Partnership | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
1,075,750 shares of common stock |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
1,075,750 shares of common stock |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
1,075,750 shares of common stock | |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares | |
| 11. | Percent of Class Represented by Amount in Row (9)
Approximately 5.3% as of April 9, 2009 (based on 20,206,566 shares of common stock issued and outstanding per Pure Cycle Corporation Form 10-Q dated April 9, 2009). | |
| 12. | Type of Reporting Person
PN | |

[1] This Schedule 13G filing represents an initial filing for Trigran Investments, L.P., which, at the time of the earlier filings by the other Reporting Persons herein, owned less than 5% of the issued and outstanding shares.

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CUSIP No. 746228303

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)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
U.S. Citizen
- | | | |
|-------------------------------------------------------------------------------------|----|--------------------------------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
1,660,108 shares of common stock |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
1,660,108 shares of common stock |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,660,108 shares of common stock
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9)
Approximately 8.2% as of April 9, 2009 (based on 20,206,566 shares of common stock issued and outstanding per Pure Cycle Corporation Form 10-Q dated April 9, 2009).
12. Type of Reporting Person
IN/HC

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CUSIP No. 746228303

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)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
U.S. Citizen
- | | | |
|-------------------------------------------------------------------------------------|----|--------------------------------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
1,660,108 shares of common stock |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
1,660,108 shares of common stock |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,660,108 shares of common stock
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9)
Approximately 8.2% as of April 9, 2009 (based on 20,206,566 shares of common stock issued and outstanding per Pure Cycle Corporation Form 10-Q dated April 9, 2009).
12. Type of Reporting Person
IN/HC

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CUSIP No. 746228303

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)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
U.S. Citizen
- | | | |
|-------------------------------------------------------------------------------------|----|--------------------------------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
1,660,108 shares of common stock |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
1,660,108 shares of common stock |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,660,108 shares of common stock
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9)
Approximately 8.2% as of April 9, 2009 (based on 20,206,566 shares of common stock issued and outstanding per Pure Cycle Corporation Form 10-Q dated April 9, 2009).
12. Type of Reporting Person
IN/HC

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CUSIP No. 746228303

Item 1(a) Name of Issuer:
Pure Cycle Corporation
Address of Issuer's Principal Executive Offices:
8451 Delaware Street

Item 1(b)
Thornton, CO 80260

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

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

CUSIP No. 746228303

Item 4 Ownership:(1)

- (a) Amount beneficially owned:
Incorporated by reference to Item 9 of the cover page pertaining to each reporting person.
- (b) Percent of class:
Incorporated by reference to Item 11 of the cover page pertaining to each reporting person.
- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote:
Incorporated by reference to Item 5 of the cover page pertaining to each reporting person.
 - (ii) Shared power to vote or to direct the vote:
Incorporated by reference to Item 6 of the cover page pertaining to each reporting person.
 - (iii) Sole power to dispose or to direct the disposition of:
Incorporated by reference to Item 7 of the cover page pertaining to each reporting person.
 - (iv) Shared power to dispose or to direct the disposition of:
Incorporated by reference to Item 8 of the cover page pertaining to each reporting person.

(1) Douglas Granat, Lawrence A. Oberman and Steven G. Simon are the controlling shareholders and sole directors of Trigran Investments, Inc. and thus may be considered the beneficial owners of shares beneficially owned by Trigran Investments Inc.

Item 5

Not Applicable.

Ownership of Five Percent or Less of a Class:

Item 6

Not Applicable.

Ownership of More than Five Percent on Behalf of Another Person:

Item 7

Not Applicable.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Item 8

Not Applicable.

Identification and Classification of Members of the Group:

Item 9

Not Applicable.

Notice of Dissolution of Group:

CUSIP No. 746228303

Item 10

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.

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 15th day of April, 2009

TRIGRAN INVESTMENTS, INC.

By: /s/ Lawrence A. Oberman
Name: Lawrence A. Oberman
Title: Executive Vice President

TRIGRAN INVESTMENTS, L.P.

By: /s/ Lawrence A. Oberman
Name: Lawrence A. Oberman
Title: Executive Vice President and
Director of Trigran Investments, Inc., the General Partner of Trigran Investments, L.P.

/s/ Lawrence A. Oberman
Lawrence A. Oberman

/s/ Douglas Granat
Douglas Granat

/s/ Steven G. Simon
Steven G. Simon

CUSIP No. 746228303

INDEX TO EXHIBITS

EXHIBIT 1: Agreement to Make a Joint Filing