

ISSUER DIRECT CORP
Form SC 13D/A
August 28, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Issuer Direct Corporation
(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

46520M204
(CUSIP Number)

RED OAK PARTNERS, LLC
Attn: David Sandberg
1969 SW 17th St.
Boca Raton, FL 33486
(212) 614-8952
(Name, address and telephone number of person
authorized to receive notices and communications)

AUGUST 22, 2015
(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), Rule 13d-1(f) or Rule 13d-1(g), check the following box .o

NOTE: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

*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 on the remainder of this cover page shall not be deemed to be "filed" for 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.
46520M204

SCHEDULE 13D

Page 2 of 10 Pages

1 NAME OF REPORTING PERSONS

Red Oak Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	
	8	SHARED VOTING POWER	632,4221
	9	SOLE DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER	632,4221

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

632,4221

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

22.94%1

14 TYPE OF REPORTING PERSON

OO

1 On August 22, 2015, the Reporting Persons converted the entire remaining \$1,666,672 principal amount of 8% Convertible Subordinated Secured Promissory Notes due on August 22, 2015 (the "Convertible Notes") into an aggregate of 417,712 shares of Common Stock at a conversion price of \$3.99 per share. The Reporting Persons also hold 214,710 shares of Common Stock acquired on November 13, 2014 by the voluntary conversion of \$833,328 Convertible Notes previously held. The calculation of percentage ownership is based on 2,338,832 shares of common stock outstanding at August 6, 2015, as reported by the Issuer on its Form 10-Q for the quarter ended June 30, 2015 (filed with the Securities and Exchange Commission on August 6, 2015), plus the 417,712 shares of Common Stock issued pursuant to the conversion on August 22, 2015. Each Reporting Person disclaims beneficial ownership with respect to any shares of Common Stock other than the shares that would be owned directly by such Reporting Person.

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1 NAME OF REPORTING PERSONS

The Red Oak Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER	
SHARES	8	SHARED VOTING POWER	254,7621
BENEFICIALLY			
OWNED BY	9	SOLE DISPOSITIVE POWER	
EACH			
REPORTING	10	SHARED DISPOSITIVE	254,7621
PERSON WITH		POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

254,7621

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.24%¹

14 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSONS

The Red Oak Long Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER	
SHARES	8	SHARED VOTING POWER	112,0001
BENEFICIALLY			
OWNED BY	9	SOLE DISPOSITIVE POWER	
EACH			
REPORTING	10	SHARED DISPOSITIVE	112,0001
PERSON WITH		POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

112,0001

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.06%1

14 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSONS

Pinnacle Capital Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

NUMBER OF	7	SOLE VOTING POWER	
SHARES	8	SHARED VOTING POWER	265,6601
BENEFICIALLY			
OWNED BY	9	SOLE DISPOSITIVE POWER	
EACH			
REPORTING	10	SHARED DISPOSITIVE	265,6601
PERSON WITH		POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

265,6601

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.64%1

14 TYPE OF REPORTING PERSON

PN

CUSIP No.
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1 NAME OF REPORTING PERSONS

Pinnacle Opportunities Fund, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER	
SHARES	8	SHARED VOTING POWER	265,6601
BENEFICIALLY			
OWNED BY	9	SOLE DISPOSITIVE POWER	
EACH			
REPORTING	10	SHARED DISPOSITIVE	265,6601
PERSON WITH		POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

265,6601

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.64%¹

14 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSONS

David Sandberg

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF	7	SOLE VOTING POWER	
SHARES	8	SHARED VOTING POWER	632,4221
BENEFICIALLY			
OWNED BY	9	SOLE DISPOSITIVE POWER	
EACH			
REPORTING	10	SHARED DISPOSITIVE	
PERSON WITH		POWER	