

Kanen David
Form 4
April 04, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kanen David

2. Issuer Name **and** Ticker or Trading
Symbol
ASTEIA INTERNATIONAL INC
[ATEA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
5850 CORAL RIDGE DR STE 309
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/02/2019

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

CORAL SPRINGS, FL 33076

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| COMMON STOCK | | | | | 2,600 ⁽¹⁾ ⁽²⁾ | D | |
| COMMON STOCK | | | | | 177,165 ⁽¹⁾ ⁽²⁾ | I | The Philotimo Fund, LP |
| COMMON STOCK | 04/02/2019 | | J | 14,731 ⁽³⁾ | D ⁽³⁾ | I | Kanen Wealth Management, LLC ⁽⁴⁾ |
| COMMON STOCK | 04/03/2019 | | J | 2,760 ⁽³⁾ | D ⁽³⁾ | I | Kanen Wealth Management, LLC ⁽⁴⁾ |
| | 04/04/2019 | | J | 815 ⁽³⁾ | D ⁽³⁾ | I | |

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COMMON
STOCK

203,359 ⁽¹⁾
(2)

Kanen Wealth
Management,
LLC ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Kanen David 5850 CORAL RIDGE DR STE 309 CORAL SPRINGS, FL 33076 | | X | | |
| Kanen Wealth Management LLC 5850 CORAL RIDGE DR STE 309 CORAL SPRINGS, FL 33076 | | X | | |
| Philotimo Fund, LP 5850 CORAL RIDGE DR STE 309 CORAL SPRINGS, FL 33076 | | X | | |

Signatures

/s/ David L. Kanen

04/04/2019

 **Signature of Reporting Person

Date

/s/ Kanen Wealth Management LLC By: David L. Kanen, Managing
Member

04/04/2019

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__Signature of Reporting Person

Date

/s/ The Philotimo Fund By: David L. Kanen

04/04/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This Form 4 is filed jointly by David Kanen, Kanen Wealth Management, LLC ("KWM") and the Philotimo Fund, LP (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a group that may be deemed to collectively

- (1) beneficially own more than 10% of the Issuer's outstanding shares of Common Stock. The filing of this Form 4 shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer he or it does not directly own.

Mr. Kanen beneficially owns, pursuant to the beneficial ownership rules of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), 402,530 shares of Common Stock, which represent approximately 10.6% of the Issuer's outstanding shares of Common Stock. Pursuant to such beneficial ownership rules, Mr. Kanen, as the managing member of KWM, may be deemed to beneficially own the 205,959 shares of Common Stock held in customer accounts managed by KWM (including the 2,600 shares held in Mr. Kanen's account) and the 177,165 shares of Common Stock held by The Philotimo Fund LLC, of which KWM is the general partner. Mr. Kanen expressly disclaims such beneficial ownership except to the extent of his pecuniary interest therein. Mr. Kanen does not have a pecuniary interest under Section 16 of the Exchange Act in the shares of Common Stock held in customer accounts managed by KWM other than the 2,600 shares held in Mr. Kanen's account.

- (2) These shares relate to customer accounts that are no longer managed by Kanen Wealth Management LLC ("KWM").
- (3) Kanen Wealth Management LLC ("KWM") does not have a pecuniary interest in the shares of Common Stock held in customer accounts managed by KWM. The number reflected above excludes 2,600 shares held in Mr. Kanen's account as described in footnote 2 above.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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