

Vishay Precision Group, Inc.
 Form 4
 February 23, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Nokomis Capital, L.L.C.

2. Issuer Name and Ticker or Trading Symbol
 Vishay Precision Group, Inc. [VPG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 2305 CEDAR SPRINGS RD.,
 SUITE 420

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/19/2016

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

(Street)
 DALLAS, TX 75201

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

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, \$0.10 par value | 02/19/2016 | | P | 23,347 A \$ 11.0326 | 1,504,254 ⁽¹⁾ | I | See Footnote <u>(2)</u> |
| Common Stock, \$0.10 par value | 02/22/2016 | | P | 12,139 A \$ 11.4603 | 1,516,393 ⁽¹⁾ | I | See Footnote <u>(2)</u> |
| Common Stock, \$0.10 par value | 02/22/2016 | | P | 25,000 A \$ 11.4952 | 1,541,393 ⁽¹⁾ | I | See Footnote <u>(2)</u> |

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| | | | | | | | | |
|--------------------------------|------------|---|--------|---|------------|--------------------------|---|-------------------------|
| Common Stock, \$0.10 par value | 02/22/2016 | P | 9,400 | A | \$ 11.5 | 1,550,793 ⁽¹⁾ | I | See Footnote <u>(2)</u> |
| Common Stock, \$0.10 par value | 02/23/2016 | P | 1,367 | A | \$ 11.49 | 1,552,160 ⁽¹⁾ | I | See Footnote <u>(2)</u> |
| Common Stock, \$0.10 par value | 02/23/2016 | P | 20,000 | A | \$ 11.7375 | 1,572,160 ⁽¹⁾ | I | See Footnote <u>(2)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Nokomis Capital, L.L.C. 2305 CEDAR SPRINGS RD., SUITE 420 DALLAS, TX 75201 | | X | | |
| Hendrickson Brett 2305 CEDAR SPRINGS RD., SUITE 420 DALLAS, TX 75201 | | X | | |

Signatures

/s/ Brett Hendrickson, manager of Nokomis Capital,
L.L.C.

02/23/2016

__Signature of Reporting Person

Date

/s/ Brett Hendrickson

02/23/2016

__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).

The filing of this Form 4 shall not be construed as an admission that Nokomis Capital, L.L.C. ("Nokomis Capital") or Brett Hendrickson, the manager of Nokomis Capital, is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or

- (1) otherwise the beneficial owner of any of the Common Stock, \$0.10 par value (the "Common Stock"), of Vishay Precision Group, Inc. (the "Issuer") purchased by certain private investment funds and managed accounts advised by Nokomis Capital (collectively, the "Nokomis Accounts"). Pursuant to Rule 16a-1, both Nokomis Capital and Mr. Hendrickson disclaim such beneficial ownership.

Nokomis Capital holds indirectly 1,572,160 shares of Common Stock of the Issuer through the Nokomis Accounts, for which Nokomis

- (2) Capital is the Investment Manager. Brett Hendrickson reports the Common Stock held indirectly by Nokomis Capital because, as the manager of Nokomis Capital at the time of purchase, he controlled the disposition and voting of the securities.

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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