

OOMA INC
Form SC 13G/A
February 14, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Ooma, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

683416101
(CUSIP Number)

December 31, 2017
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)

o 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 the disclosures provided in a prior cover page.

The information required in 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. 683416101

SCHEDULE 13G/A

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1 NAME OF REPORTING PERSONS

Woodson Capital Master Fund, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF SHARES -0-

6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH 1,283,542

7 SOLE DISPOSITIVE POWER

WITH -0-

8 SHARED DISPOSITIVE POWER

1,283,542

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,283,542

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.0%

12 TYPE OF REPORTING PERSON

OO

CUSIP No. 683416101

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NAME OF REPORTING PERSONS

1

Woodson Capital General Partner, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) o (b) x

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

SHARED VOTING POWER

6

1,283,542

SOLE DISPOSITIVE POWER

7

WITH

-0-

SHARED DISPOSITIVE POWER

8

1,283,542

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,283,542

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.0%

12

TYPE OF REPORTING PERSON

OO



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NAME OF REPORTING PERSONS

1

Woodson Capital Management, LP

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

1,283,542

7

SOLE DISPOSITIVE POWER

WITH

-0-

8

SHARED DISPOSITIVE POWER

1,283,542

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,283,542

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.0%

12

TYPE OF REPORTING PERSON

PN, IA



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NAME OF REPORTING PERSONS

1

Woodson Capital GP, LLC

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

Delaware

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

1,283,542

7

SOLE DISPOSITIVE POWER

WITH

-0-

8

SHARED DISPOSITIVE POWER

1,283,542

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,283,542

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.0%

12

TYPE OF REPORTING PERSON

OO



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NAME OF REPORTING PERSONS

1

James Woodson Davis

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

SHARED VOTING POWER

6

1,283,542

SOLE DISPOSITIVE POWER

7

-0-

WITH

SHARED DISPOSITIVE POWER

8

1,283,542

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,283,542

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.0%

12

TYPE OF REPORTING PERSON

IN



CUSIP No. 683416101

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Item 1. (a) Name of Issuer:

Ooma, Inc. (the "Company")

(b) Address of Issuer's Principal Executive Offices:

525 Almanor Avenue, Suite 200, Sunnyvale, California 94085

Item 2.

(a) Name of Person Filing:

(i) Woodson Capital Master Fund, LP, a Cayman Islands exempted company ("Woodson Master"), with respect to the Shares held by it;

(ii) Woodson Capital General Partner, LLC, a Delaware limited liability company and the general partner of Woodson Master (the "Fund General Partner"), with respect to the Shares held by Woodson Master;

(iii) Woodson Capital Management, LP, a Delaware limited partnership and the investment manager of Woodson Master (the "Investment Manager"), with respect to the Shares held by Woodson Master;

(iv) Woodson Capital GP, LLC, a Delaware limited liability company and the general partner of the Investment Manager (the "Investment Manager General Partner"), with respect to the Shares held by Woodson Master; and

(v) James Woodson Davis, a United States citizen and the sole managing member of the Investment Manager General Partner ("Woodson"), with respect to the Shares held by Woodson Master.

(b) Address of Principal Business Office, or, if none, Residence:

The address of the principal business office of (i) all of the Reporting Persons other than Woodson Master is 101 Park Avenue, 48th Floor, New York, New York, 10178; and (ii) Woodson Master is Maples Corporate Services Limited, Uglund House Grand Cayman, KY1-1104 Cayman Islands.

(c) Citizenship:

The citizenship of each of the Reporting Persons is set forth in the cover page for each Reporting Person.

(d) Title of Class of Securities:

Common Stock, par value \$0.0001 per share (the "Shares")

(e) CUSIP Number:

683416101

CUSIP No. 683416101

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Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is an entity specified in (a) - (k):

Not Applicable.

Item 4. Ownership

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for Woodson Master are owned directly by it. The Fund General Partner, as the general partner of Woodson Master, may be deemed to be a beneficial owner of all such Shares owned by Woodson Master. The Investment Manager, as investment manager of Woodson Master may be deemed to be a beneficial owner of all such Shares owned by Woodson Master. The Investment Manager General Partner, as general partner of the Investment Manager, may be deemed to be a beneficial owner of all such Shares owned by Woodson Master. Woodson, as the sole managing member of the Investment Manager General Partner, may be deemed to be a beneficial owner of all such Shares owned by Woodson Master. **Each of the Fund General Partner, the Investment Manager, the Investment Manager General Partner, and Woodson hereby disclaims any beneficial ownership of any such Shares.**

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

The Reporting Persons are filing this Schedule 13G/A pursuant to Rule 13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Item 9. Notice of Dissolution of Group

Not Applicable.

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.

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SIGNATURES

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

Dated: February 14, 2018

**WOODSON CAPITAL GP,
LLC**

By: James Woodson Davis

By: /s/ James Woodson Davis

Name: James Woodson Davis

Title: Managing Member

**WOODSON CAPITAL
GENERAL PARTNER, LLC**

By: James Woodson Davis

By: /s/ James Woodson Davis

Name: James Woodson Davis

Title: Managing Member

WOODSON CAPITAL MANAGEMENT, LP

On its own behalf

And as Investment Manager to

WOODSON CAPITAL MASTER FUND, LP

By: James Woodson Davis

By: /s/ James Woodson Davis

Name: James Woodson Davis

Title: Managing Member of Woodson Capital GP, LLC

By: /s/ James Woodson Davis
 Name: James Woodson Davis

120,239	111,130
Other receivables and prepaid expenses	101,775 98,501
Inventories	104,049 109,638
Long-term assets held for sale, net(1)	66 71
TOTAL CURRENT ASSETS	678,716 653,661
Long-term receivables and other assets	18,672 19,972
Property, plant and equipment, net	147,779 150,750
Other assets	31,018 32,041
TOTAL ASSETS	\$876,185 \$856,424
LIABILITIES AND SHAREHOLDERS' EQUITY	
CURRENT LIABILITIES:	
Current maturities of long-term debt	\$10,566 \$10,957
Trade payables and other current liabilities	147,545 187,942
TOTAL CURRENT LIABILITIES	158,111 198,899
Long-term debt, net of current maturities	26,947 27,949
Deferred taxes and other long-term liabilities	6,240 6,618
TOTAL LIABILITIES	191,298 233,466
Taro shareholders' equity	680,678 619,008
Non-controlling interest(2)	4,209 3,950
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$876,185 \$856,424

(1) In 2010, the Company closed its Ireland manufacturing facility and decided to sell the facility and therefore has classified the related assets as held for sale.

(2) The impact of the Company adopting FASB ASC Section 810-10-65, which requires the Company to allocate income or loss attributable to a non-controlling interest based on the respective ownership percentages.

Taro Pharmaceutical Industries Ltd.

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TARO PHARMACEUTICAL INDUSTRIES LTD.
SUMMARY CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)
(U.S. dollars in thousands)

	Three Months Ended June	
	30,	
	2012	2011
Operating Activities		
Net income	\$63,170	\$ 36,328
Adjustments required to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	4,542	4,754
Stock-based compensation	8	38
Loss on sale of marketable securities and long-lived assets	32	-
(Decrease) increase in long-term debt due to currency fluctuations	(1,208)	1,325
Increase in trade receivables	(9,312)	(1,199)
Change in derivative instruments, net	4,921	(332)
Increase in other receivables, prepaid expenses and other assets	(5,493)	(6,833)
Decrease (increase) in inventories	4,898	(4,744)
Foreign exchange effect on intercompany balances	(1,602)	1,762
(Decrease) increase in trade and other payables and accruals	(40,748)	2,250
Net cash provided by operating activities	19,208	33,349
Investing Activities:		
Purchase of property plant & equipment, net of related grants	(1,783)	(1,353)
Investment in other intangible assets	(20)	-
Proceeds from long-term deposits and other assets	18	-
Investment in short-term and restricted bank deposits	(71,129)	(536)
Proceeds from marketable securities	4,792	923
Net cash used in investing activities	(68,122)	(966)
Financing Activities:		
Proceeds from the issuance of shares, net	3,804	227
Repayments of long-term debt	(185)	(12)
Repayments of short-term bank debt, net	-	(3,874)
Net cash provided by (used in) financing activities	3,619	(3,659)
Effect of exchange rate changes	(1,724)	107
Net (decrease) increase in cash	(47,019)	28,831
Cash at beginning of period	238,266	78,872

Cash at end of period

\$191,247

\$107,703

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: August 6, 2012

TARO PHARMACEUTICAL INDUSTRIES LTD.

By: /s/ James Kedrowski

Name: James Kedrowski

Title: Interim Chief Executive Officer
and Director