

Edgar Filing: TELKONET INC - Form SC 13G/A

TELKONET INC  
Form SC 13G/A  
March 16, 2015

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

SCHEDULE 13G

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

Telkonet, Inc.

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(Name of Issuer)

Common Stock

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(Title of Class of Securities)

879604106

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(CUSIP Number)

December 31, 2014 \_\_\_\_\_  
(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)  
 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).

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CUSIP No. 879604106

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Bard Associates, Inc. 36-3452497

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) / /  
(b) / /

3. SEC Use Only

4. Citizenship or Place of Organization

Illinois

Number of	5.	Sole Voting Power
Shares		
Beneficially		1,153,846
Owned by		-----
Each Reporting	6.	Shared Voting Power
Person with		0
		-----
	7.	Sole Dispositive Power
		16,918,423
		-----
	8.	Shared Dispositive Power
		0
		-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person

16,918,423

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions) / /

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11. Percent of Class Represented by Amount in Row (9)

13.0%

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12. Type of Reporting Person (See Instructions)

IA  
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ITEM 1.

(a) Name of Issuer

Telkonet, Inc.  
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(b) Address of Issuer's Principal Executive Offices

20800 Swenson Drive, Suite 175  
Waukesha, WI 53186  
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ITEM 2.

(a) Name of Person Filing

Bard Associates, Inc.  
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(b) Address of Principal Business Office or, if none, Residence

135 South LaSalle Street, Suite 3700  
Chicago, IL 60603  
-----

(c) Citizenship

United States  
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(d) Title of Class of Securities

Common Stock  
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(e) CUSIP Number

879604106  
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ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS  
240.13d-1(b) or 240.13d-2(b) or (c), CHECK WHETHER THE  
PERSON FILING IS A:

(a) / / Broker or dealer registered under section 15 of  
The Act (15 U.S.C. 78o).

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- (b) / / Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) / / Insurance company as defined in section 3(a)(19) Of the Act (15. U.S.C. 78c).
- (d) / / Investment company registered under section 8 of The Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) / x / An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) / / An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) / / A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) / / A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) / / A church plan that is excluded from the definition of an Investment company under section 3(c)(14) of the Investment Company Act of 1940 (15. U.S.C. 80a-3);
- (j) / / Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

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ITEM 4. OWNERSHIP

The amount beneficially owned set forth in Item 4(a) is comprised of 11,706,861 common shares and 5,211,562 warrants.

The information reported below in the Item 4 is as of December 31, 2014. The percentage set forth in Item 4(b) is calculated based on the 125,035,612 shares of the Issuer's Common Stock outstanding as of October 31, 2014, as reported in the Issuer's Form 10-Q for the period ended September 30, 2014 (filed November 14, 2014) plus 5,211,562 warrants held by Bard.

(a) Amount beneficially owned:

16,918,423

(b) Percent of Class

13.0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

1,153,846

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(ii) Shared power to vote or to direct the vote

0

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(iii) Sole power to dispose or to direct the disposition of

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16,918,423

-----  
(iv) Shared power to dispose or to direct the disposition of

0  
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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof  
The reporting person has ceased to be the beneficial owner of more than five  
Percent of the class of securities, check the following / /.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF  
ANOTHER PERSON

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY  
WHICH ACQUIRED THE SECURITY BEING REPORTED ON  
BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE  
GROUP

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief,  
the securities referred to above were acquired and are held in the ordinary  
course of business and 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.

SIGNATURE

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

03/16/2015

-----  
Date

/s/ Timothy B. Johnson

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Signature

Timothy B. Johnson/ President

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Name/Title