

Edgar Filing: EXFO INC. - Form SC 13G

EXFO INC.  
Form SC 13G  
February 14, 2019

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934\*

EXFO Inc. / EXFO inc.

-----  
(Name of Issuer)

Subordinate Voting Shares, no par value

-----  
(Title of Class of Securities)

302046107

-----  
(CUSIP Number)

December 31, 2018

-----  
(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)

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\* 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.

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1 NAME OF REPORTING PERSON  
Harold W. Berry III

-----

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
North Carolina

5 SOLE VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER  
1,347,961

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER  
1,347,961

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,347,961

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
5.7%

12 TYPE OF REPORTING PERSON  
IN, HC

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1 NAME OF REPORTING PERSON  
Harber Asset Management LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER  
1,347,961

7 SOLE DISPOSITIVE POWER

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8 SHARED DISPOSITIVE POWER  
1,347,961

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,347,961

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
5.7%

12 TYPE OF REPORTING PERSON  
HC, CO

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1 NAME OF REPORTING PERSON  
Harber Capital LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER  
1,347,961

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER  
1,347,961

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,347,961

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
5.7%

12 TYPE OF REPORTING PERSON  
IA, CO

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1 NAME OF REPORTING PERSON  
Graham Growth Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

5 SOLE VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER  
315,695

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER  
315,695

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
315,695

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
1.3%

12 TYPE OF REPORTING PERSON  
PN

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1 NAME OF REPORTING PERSON  
Graham Institutional Partners, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

5 SOLE VOTING POWER

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|                                                                                                  |                                                                                                                                                                            |
|--------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>NUMBER OF SHARES<br/>BENEFICIALLY<br/>OWNED BY<br/>EACH<br/>REPORTING<br/>PERSON<br/>WITH</p> | <p>-----</p> <p>6 SHARED VOTING POWER<br/>867,985</p> <p>-----</p> <p>7 SOLE DISPOSITIVE POWER</p> <p>-----</p> <p>8 SHARED DISPOSITIVE POWER<br/>867,985</p> <p>-----</p> |
| <p>-----</p>                                                                                     |                                                                                                                                                                            |
| <p>9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br/>867,985</p>                |                                                                                                                                                                            |
| <p>-----</p>                                                                                     |                                                                                                                                                                            |
| <p>10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]</p>               |                                                                                                                                                                            |
| <p>-----</p>                                                                                     |                                                                                                                                                                            |
| <p>11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br/>3.7%</p>                             |                                                                                                                                                                            |
| <p>-----</p>                                                                                     |                                                                                                                                                                            |
| <p>12 TYPE OF REPORTING PERSON<br/>PN</p>                                                        |                                                                                                                                                                            |
| <p>=====</p>                                                                                     |                                                                                                                                                                            |
| <p>=====</p>                                                                                     |                                                                                                                                                                            |
| <p>-----</p> <p>CUSIP No.: 302046107</p> <p>-----</p>                                            | <p>-----</p> <p>13G</p> <p>-----</p>                                                                                                                                       |
| <p>-----</p>                                                                                     |                                                                                                                                                                            |
| <p>1 NAME OF REPORTING PERSON<br/>Graham Partners, L.P.</p>                                      |                                                                                                                                                                            |
| <p>-----</p>                                                                                     |                                                                                                                                                                            |
| <p>2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</p>                                        | <p>(a) [ ]<br/>(b) [X]</p>                                                                                                                                                 |
| <p>-----</p>                                                                                     |                                                                                                                                                                            |
| <p>3 SEC USE ONLY</p>                                                                            |                                                                                                                                                                            |
| <p>-----</p>                                                                                     |                                                                                                                                                                            |
| <p>4 CITIZENSHIP OR PLACE OF ORGANIZATION<br/>Delaware</p>                                       |                                                                                                                                                                            |
| <p>-----</p>                                                                                     |                                                                                                                                                                            |
|                                                                                                  | <p>5 SOLE VOTING POWER</p>                                                                                                                                                 |
| <p>NUMBER OF SHARES<br/>BENEFICIALLY<br/>OWNED BY<br/>EACH<br/>REPORTING<br/>PERSON<br/>WITH</p> | <p>-----</p> <p>6 SHARED VOTING POWER<br/>164,281</p> <p>-----</p> <p>7 SOLE DISPOSITIVE POWER</p> <p>-----</p> <p>8 SHARED DISPOSITIVE POWER<br/>164,281</p> <p>-----</p> |
| <p>-----</p>                                                                                     |                                                                                                                                                                            |
| <p>9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br/>164,281</p>                |                                                                                                                                                                            |
| <p>-----</p>                                                                                     |                                                                                                                                                                            |
| <p>10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]</p>               |                                                                                                                                                                            |
| <p>-----</p>                                                                                     |                                                                                                                                                                            |
| <p>11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</p>                                      |                                                                                                                                                                            |

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0.7%

12 TYPE OF REPORTING PERSON  
PN

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ITEM 1(a). NAME OF ISSUER:

EXFO Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

400 Godin Avenue  
Quebec, Quebec G1M 2K2  
Canada

ITEM 2(a). NAME OF PERSON FILING:

This Schedule 13G is being filed on behalf of the following  
persons (the "Reporting Persons"):

- (i) Harold W. Berry III ("Mr. Berry")
- (ii) Harber Asset Management LLC ("HAM")
- (iii) Harber Capital LLC ("Capital")
- (iv) Graham Growth Partners, L.P. ("GRGR")
- (v) Graham Institutional Partners, LP ("GRIP")
- (vi) Graham Partners, L.P. ("GP")

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The principal business office of the Reporting Persons filing  
this Schedule 13G is located at 780 Third Avenue, Suite 1500,  
New York, New York 10017.

ITEM 2(c). CITIZENSHIP:

- |       |           |                                    |
|-------|-----------|------------------------------------|
| (i)   | Mr. Berry | North Carolina                     |
| (ii)  | HAM       | Delaware limited liability company |
| (iii) | Capital   | Delaware limited liability company |
| (iv)  | GRGR      | Delaware limited liability company |
| (v)   | GRIP      | Delaware limited liability company |
| (vi)  | GP        | Delaware limited liability company |

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Subordinate Voting Shares

ITEM 2(e). CUSIP Number:

302046107

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ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), or  
13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS:  
One of the following

(e) ☒ An investment adviser in accordance with  
Section 240.13d-1(b)(1)(ii)(E).

ITEM 4. OWNERSHIP:

The information in items 1 and 5 through 11 on the cover  
page (p. 2) on this Schedule 13G is hereby incorporated  
by reference.

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 Persons have 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:

Not applicable

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

Mr. Berry is the Managing Member of Harber Asset Management  
LLC ("HAM") and Harber Capital LLC ("Capital"). Capital is  
the Investment Manager and HAM is the General Partner of the  
following limited partnerships, each of which owns less than  
5% of the issuer's securities:

- (i) Graham Growth Partners, L.P.
- (ii) Graham Institutional Partners, LP
- (iii) Graham Partners L.P.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF A GROUP:

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not applicable

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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.

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.

Dated: February 14, 2019

GRAHAM GROWTH PARTNERS, L.P.\*  
By: Harold W. Berry III

/s/ Harold W. Berry III  
-----

Name: HAROLD W. BERRY III\*

/s/ Harold W. Berry III  
-----

Name: Harold W. Berry III  
Title: Managing Member of the  
General Partner

GRAHAM INSTITUTIONAL PARTNERS, LP\*  
By: Harold W. Berry III

/s/ Harold W. Berry III  
-----

Name: Harold W. Berry III  
Title: Managing Member of the  
General Partner

GRAHAM PARTNERS, L.P.\*  
By: Harold W. Berry III

/s/ Harold W. Berry III  
-----

Name: Harold W. Berry III  
Title: Managing Member of the  
General Partner

HARBER ASSET MANAGEMENT LLC\*  
By: Harold W. Berry III

/s/ Harold W. Berry III  
-----

Name: Harold W. Berry III  
Title: Managing Member

HARBER CAPITAL LLC\*  
By: Harold W. Berry III

/s/ Harold W. Berry III  
-----

Name: Harold W. Berry III  
Title: Managing Member

\* The Reporting Person disclaims beneficial ownership in the shares reported herein except to the extent of its pecuniary interest therein.

EXHIBIT A

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, each of the undersigned does hereby consent and agree to the joint filing on behalf of each of them of a statement on Schedule 13G and all amendments thereto with respect to the Common Stock of EXFO Inc. beneficially owned by each of them, and the inclusion of this Joint Filing Agreement as an exhibit thereto.

Dated: February 14, 2019



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GRAHAM GROWTH PARTNERS, L.P.  
By: Harold W. Berry III

/s/ Harold W. Berry III  
-----

Name: HAROLD W. BERRY III

/s/ Harold W. Berry III  
-----

Name: Harold W. Berry III  
Title: Managing Member of the  
General Partner

GRAHAM INSTITUTIONAL PARTNERS, LP  
By: Harold W. Berry III

/s/ Harold W. Berry III  
-----

Name: Harold W. Berry III  
Title: Managing Member of the  
General Partner

GRAHAM PARTNERS, L.P.  
By: Harold W. Berry III

/s/ Harold W. Berry III  
-----

Name: Harold W. Berry III  
Title: Managing Member of the  
General Partner

HARBER ASSET MANAGEMENT LLC  
By: Harold W. Berry III

/s/ Harold W. Berry III  
-----

Name: Harold W. Berry III  
Title: Managing Member

HARBER CAPITAL LLC  
By: Harold W. Berry III

/s/ Harold W. Berry III  
-----

Name: Harold W. Berry III  
Title: Managing Member