

Kanen David
Form 5
February 14, 2019

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB
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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)

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2018

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

6429 NW 65TH WAY

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PARKLAND, FL 33067

____ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Amount (A) or (D) Price Â Â Â	2,600 ⁽¹⁾ <u>(2)</u>	D	Â
Common Stock	Â	Â	Â	Â Â Â	170,599 <u>(1)</u> <u>(2)</u>	I	The Philotimo Fund LP
Common Stock	12/11/2018	Â	P4	2,900 <u>(4)</u> A \$ 5.475	197,910 <u>(1)</u> <u>(2)</u>	I	Kanen Wealth Management

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Common Stock	12/28/2018	Â	P4	2,325	A	\$ 5.5309	207,880 (1) (2)	I	LLC (3) Kanen Wealth Management LLC (3)
Common Stock	12/31/2018	Â	P4	1,385	A	\$ 5.6978	209,265 (1) (2)	I	Kanen Wealth Management LLC (3)

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

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(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. of
					(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 6429 NW 65TH WAY PARKLAND,Â FLÂ 33067	Â	Â X	Â	Â
Kanen Wealth Management LLC 10141 SWEET BAY COURT PARKLAND,Â FLÂ 33076	Â	Â X	Â	Â
Philotimo Fund, LP 5850 CORAL RIDGE DRIVE, SUITE 309 CORAL SPRINGS,Â FLÂ 33076	Â	Â X	Â	Â

Signatures

/s/ David L. Kanen

02/14/2019

__Signature of Reporting Person

Date

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

02/14/2019

__Signature of Reporting Person

Date

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

02/14/2019

__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 5 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 5 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"), 382,464 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 211,865 shares of Common Stock held in customer accounts managed by KWM (including the 2,600 shares held in Mr. Kanen's account) and the 170,599 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) 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.
- (3) This transaction is being reported to include 2,900 shares that were omitted in a previously reported transaction on December 11, 2018.
- (4) Accordingly, the stock ownership reported on subsequent Form 4s should have been adjusted to reflect the additional 2,900 shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.