

BARNES JAMES A
Form SC 13D/A
July 06, 2011

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)

PARAMETRIC SOUND CORPORATION
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

699172102
(CUSIP Number)

James A. Barnes
1941 Ramrod Avenue, #100
Henderson, Nevada 89014
888-477-2150

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 30, 2011 (See Item 3)
(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

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 disclosure provided in a prior cover page.

The information required on 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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SCHEDULE 13D

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1. NAMES OF REPORTING PERSON
James A. Barnes
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)
3. SEC USE ONLY
4. SOURCE OF FUNDS*
OO (See Item 3)
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

- | | | |
|---|------------------------------|--------------------------------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH | 7. SOLE VOTING POWER | 246,750 shares
(see Item 5) |
| | 8. SHARED VOTING POWER | 901,836 shares
(see Item 5) |
| | 9. SOLE DISPOSITIVE POWER | 246,750 shares
(see Item 5) |
| | 10. SHARED DISPOSITIVE POWER | 901,836 shares
(see Item 5) |
| 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,148,586 shares (see Item 5) | | |
| 12. CHECK BOX IF THE AGGREGATE AMOUNT INROW (11) EXCLUDES CERTAIN
SHARES* | | |
| 13. 5.9% | | |
| 14. IN | | |

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Item 5. Interest in Securities of the Issuer

Item 5 is restated and amended in its entirety as follows:

Pursuant to the Issuer's Form 10-Q dated April 28, 2011 and the subsequent financing reported in the Issuer's 8-K dated July 1, 2011 an aggregate of 19,117,027 shares of Common Stock was used as issued and outstanding for computing ownership percentages herein.

(a) Beneficial ownership	
Common Shares	704,836
Warrants Exercisable within 60 days	200,000
Stock Options Exercisable within 60 days	243,750
Total Beneficial Ownership	1,148,586
Percentage	5.9%
(b) Voting and dispositive power	
Sole Voting Power	246,750
Shared Voting Power	901,836
Sole Dispositive Power	246,750
Shared Dispositive Power	901,836

(c) Except as set forth herein (see Item 3) the Reporting Person has not effected any transactions in shares of Common Stock in the past 60 days.

(d) Mr. Barnes spouse is a trustee of the family trust and SMI and an officer of SCI. Other than described herein, no person other than the Reporting Person is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, such shares of the Common Stock.

(e) Not applicable

Item 6 Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer.

Item 3 of this Schedule 13D, as so amended, is incorporated herein by reference.

Item 7 Materials to be Filed as Exhibits

Exhibit 99.1	Form of Warrant from Issuer related to debt financing dated September 28, 2010 and incorporated by reference to Exhibit 4.2 to the Issuer's Form 8-K dated October 1, 2010.
Exhibit 99.2	Form of Stock Option Grant and Notice and Stock Option Agreement incorporated by reference to Exhibit 10.6 to the Issuer's Form 8-K dated October 1, 2010.
Exhibit 99.3	Form of Stock Purchase Warrant dated February 22, 2011 and incorporated by reference to Exhibit 4.1 to the Issuer's Form 8-K dated February 24, 2011.
Exhibit 99.4	Securities Purchase Agreement dated February 22, 2011 with the Issuer and incorporated by reference to Exhibit 10.1 to the Issuer's Form 8-K dated February 24, 2011.
Exhibit 99.5	Registration Rights Agreement dated February 22, 2011 with the Issuer and incorporated by reference to Exhibit 10.2 to the Issuer's Form 8-K dated February 24, 2011.

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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.

Date: July 6, 2011
/s/ JAMES A. BARNES
James A. Barnes