

RealD Inc.
Form SC 13G/A
February 17, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

RealD Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

75604L105

(CUSIP Number)

12/31/2014

(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 disclosures 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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NAMES OF REPORTING PERSONS

1. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bares Capital Management, Inc. - IRS # 74-2961140

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (see instructions)

(a)

(b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Texas

	5.	SOLE VOTING POWER
		0
	6.	SHARED VOTING POWER
		7,908,512
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE DISPOSITIVE POWER
		0
	8.	SHARED DISPOSITIVE POWER
		7,908,512

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 7,908,512

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

15.7%

TYPE OF REPORTING PERSON (see instructions)

12.

IA

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NAMES OF REPORTING PERSONS

1. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Brian Bares

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (see instructions)

(a) ..

(b) x

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

USA

5.	SOLE VOTING POWER
6.	260,000 SHARED VOTING POWER
7.	7,908,512 SOLE DISPOSITIVE POWER
8.	260,000 SHARED DISPOSITIVE POWER
	7,908,512

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH

9. AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY

EACH
REPORTING
PERSON

8,168,512
CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (9)

10. EXCLUDES
CERTAIN
SHARES
(see
instructions) ..
PERCENT OF
CLASS
REPRESENTED

11. BY AMOUNT IN
ROW (9)

16.2%
TYPE OF
REPORTING
PERSON (see
instructions)

IA, IN

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Item 1.

(a) Name of Issuer
RealD Inc.

Address of Issuer's Principal Executive Offices
(b) 100 North Crescent Drive, Suite 200
Beverly Hills, CA 90210

Item 2.

(a) Name of Person Filing
Bares Capital Management, Inc.

Address of the Principal Office or, if none, residence
(b) 12600 Hill Country Blvd, Suite R-230
Austin, TX 78738

(c) Citizenship
USA

(d) Title of Class of Securities
Common stock

(e) CUSIP Number
75604L105

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 a:

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

(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) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations 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 §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Amount beneficially owned:

(a) Bares Capital Management, Inc. – 7,908,512 shares

Brian Bares – 8,168,512 shares

Percent of class:

(b) Bares Capital Management, Inc. – 15.7%

Brian Bares – 16.2%

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

Sole power to vote or to direct the vote

(i) Bares Capital Management, Inc. – 0 shares

Brian Bares – 260,000 shares

Shared power to vote or to direct the vote

(ii) Bares Capital Management, Inc. – 7,908,512

Brian Bares - 7,908,512

Sole power to dispose or to direct the disposition of

(iii) Bares Capital Management, Inc. – 0 shares

Brian Bares – 260,000 shares

Shared power to dispose or to direct the disposition of

(iv) Bares Capital Management, Inc. – 7,908,512

Brian Bares - 7,908,512

Instruction. For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d-3(d)(1).

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.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

- (a) The following certification shall be included if the statement is filed pursuant to §240.13d-1(b):

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.

- (b) The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

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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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.

02/13/2015

Date

/s/ Brian T Bares

Signature

Brian T Bares/President

Name/Title