

DATATRAK INTERNATIONAL INC  
Form SC 13G/A  
April 20, 2010

SEC 1745 Potential persons who are to respond to the collection of information contained in this form are (02-02) not required to respond unless the form displays a currently valid OMB control number.

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G/A  
(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2  
Under the Securities Exchange Act of 1934

DataTrak International, Inc.

(Name of Issuer)

Common Stock  
(Title of Class of Securities)

238134100  
(CUSIP Number)

March 19, 2010  
(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).



CUSIP No. 238134100

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

Potomac Capital Management LLC  
13-3984298

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

New York

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |    |                                      |
|----|--------------------------------------|
| 5. | Sole Voting Power<br>412,372(1)      |
| 6. | Shared Voting Power<br>0             |
| 7. | Sole Dispositive Power<br>412,372(1) |
| 8. | Shared Dispositive Power<br>0        |

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
412,372(1)

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

11. Percent of Class Represented by Amount in Row (9)  
3.0%(2)

12. Type of Reporting Person (See Instructions)

HC; OO (Limited Liability Company)

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(1) Potomac Capital Management LLC may be deemed to hold an indirect beneficial interest in these shares, which are directly beneficially owned by Potomac Capital Partners, LP. Potomac Capital Management LLC is the General Partner of Potomac Capital Partners, LP. Mr. Paul J. Solit is the Managing Member of Potomac Capital Management,

LLC.

(2) The percentages used herein are calculated based upon the 13,706,901 shares of Common Stock issued and outstanding according to third party databases.

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CUSIP No. 238134100

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

Paul J. Solit

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

U.S.

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5.

Sole Voting Power  
247,723

6.

Shared Voting Power  
412,372

7.

Sole Dispositive Power  
247,723

8.

Shared Dispositive Power  
412,372

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
660,095

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

11. Percent of Class Represented by Amount in Row (9)  
4.8%(3)

12. Type of Reporting Person (See Instructions)

IN; HC

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(2) The percentages used herein are calculated based upon the 13,706,901 shares of Common Stock issued and outstanding according to third party databases.



Item 1.

- (a) Name of Issuer  
DataTrak International, Inc.
- (b) Address of Issuer's Principal Executive Offices  
6150 Parkland Boulevard,  
Mayfield Hts., Ohio 44124

Item 2.

- (a) Name of Person Filing  
This statement is being filed by (i) Potomac Capital Management LLC; and (ii) Paul J. Solit
- (b) Address of Principal Business Office or, if none, Residence  
(i), and (ii)  
825 Third Avenue, 33rd Floor  
New York, New York 10022
- (c) Citizenship  
(i) New York  
(ii) U.S.
- (d) Title of Class of Securities  
Common Stock
- (e) CUSIP Number  
238134100

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.

Potomac Capital Management LLC

- (a) Amount beneficially owned: 412,372
- (b) Percent of class: 3.0%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote 412,372

- (ii) Shared power to vote or to direct the vote 0
- (iii) Sole power to dispose or to direct the disposition of 412,372
- (iv) Shared power to dispose or to direct the disposition of 0

Item 3. Not Applicable

Paul J. Solit

(a) Amount beneficially owned: 660,095

(b) Percent of class: 4.8%

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

- (i) Sole power to vote or to direct the vote 247,723
  - (ii) Shared power to vote or to direct the vote 412,372
  - (iii) Sole power to dispose or to direct the disposition of 247,723
  - (iv) Shared power to dispose or to direct the disposition of 412,372
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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 Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X]

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 or Control Person

See Exhibit A attached hereto.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

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.

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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.

Dated this 20th Day of April, 2010

POTOMAC CAPITAL MANAGEMENT LLC

By: /s/ Paul J. Solit---  
Paul J. Solit, Managing Member

PAUL J. SOLIT

By: /s/ Paul J. Solit  
Paul J. Solit

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EXHIBIT INDEX

The following exhibits are filed with this report on Schedule 13G/A:

Exhibit A Identification of entities which acquired the shares which are the subject of this report on Schedule 13G/A.

Exhibit B Joint Filing Agreement dated April 20, 2010 among Potomac Capital Management LLC and Paul J. Solit

**Common/Collective Trusts**

Dow Jones Target Today Fund

3,381,077 74.47% 1.96% 9.34% 14.23%

Dow Jones Target 2025 Fund

12,702,870 91.14% 1.36% 2.99% 4.51%

Dow Jones Target 2045 Fund

2,880,353 88.06% 0.65% 6.76% 4.53%

Dow Jones Target 2015 Fund

3,051,405 87.78% 2.22% 2.98% 7.02%

Dow Jones Target 2035 Fund

3,883,283 85.56% 1.51% 7.01% 5.92%

SSGA Bond Index

7,326,376 92.84% 0.92% 2.96% 3.28%

**Total Common/Collective Trusts**

**33,225,364**

**Synthetic GIC Fund**

INVESCO Stable Value

**57,102,683** 75.15% 1.34% 5.75% 17.76%

**Total Investments**

**169,442,774**

Accrued Investment Income

3,748

Adjustments for pending trades

81,080

**Total Assets**

**169,527,602**

Accrued expenses and other

(22,490)

**Net Assets at fair value**

**169,505,112**

Valuation Adjustment

2,131,770

**Net Assets of the Acuity DC Trust**

**\$171,636,882**

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## Acuity Brands, Inc. Selected 401(k) and Retirement Plans

Notes to Financial Statements (continued)

**3. Acuity DC Trust (continued)**

	2007 Value	Plan No. 033	Plans Plan No. 067	Percentage Interest Plan No. 069	Plan No. 070
<b>Mutual Funds</b>					
Vanguard S & P 500 Index	\$ 30,780,807	89.68%	1.64%	3.54%	5.14%
American Century Equity Income	18,360,054	89.42%	0.60%	5.10%	4.88%
T. Rowe Price Mid Cap Growth	17,607,952	82.98%	0.65%	6.32%	10.05%
Templeton Foreign	14,592,732	92.51%	0.35%	3.40%	3.74%
CRM Mid Cap Value	11,969,491	92.13%	0.39%	3.80%	3.68%
Vanguard Explorer	9,585,962	85.07%	1.36%	5.21%	8.35%
T Rowe Price Growth Stock	8,631,258	85.24%	1.15%	5.16%	8.45%
Northern Small Cap Value	6,675,302	90.40%	0.73%	5.40%	3.48%
<b>Total Mutual Funds</b>	<b>118,203,558</b>				
<b>Self-Directed Brokerage Accounts</b>					
Money Market Fund	1,326			100.00%	
Mutual Funds	4,255,119	93.99%		0.20%	5.81%
Common Stocks	2,784,461	92.29%		4.50%	3.21%
<b>Total Self-Directed Brokerage Accounts</b>	<b>7,040,906</b>				
<b>Common Stock Funds</b>					
Zep Stock Fund Frozen	975,669	92.30%	1.24%	4.18%	2.28%
Acuity Brands Stock	7,734,834	93.15%	1.51%	3.45%	1.89%
<b>Total Common Stock</b>	<b>8,710,503</b>				
<b>Common/Collective Trusts</b>					
Dow Jones Target Today Fund	4,081,553	74.27%	1.86%	11.31%	12.56%
Dow Jones Target 2025 Fund	18,302,162	90.84%	1.79%	3.01%	4.36%
Dow Jones Target 2045 Fund	4,122,911	86.49%	0.72%	7.91%	4.87%
Dow Jones Target 2015 Fund	3,845,072	88.75%	1.86%	3.07%	6.32%
Dow Jones Target 2035 Fund	5,992,723	85.79%	1.41%	7.81%	4.99%
SSGA Bond Index	6,081,570	92.58%	0.54%	3.00%	3.89%
<b>Total Common/Collective Trusts</b>	<b>42,425,991</b>				
<b>Synthetic GIC Fund</b>					
INVESCO Stable Value	56,482,538	74.97%	1.29%	5.19%	18.55%
<b>Total Investments</b>	<b>232,863,496</b>				
Accrued Investment Income	130,726				
Adjustments for pending trades	49,786				
<b>Total Assets</b>	<b>233,044,008</b>				
Accrued expenses and other	(65,352)				

<b>Net Assets at fair value</b>	<b>232,978,656</b>
Valuation Adjustment	(540,059)
<b>Net Assets of the Acuity DC Trust</b>	<b>\$ 232,438,597</b>

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## Acuity Brands, Inc. Selected 401(k) and Retirement Plans

Notes to Financial Statements (continued)

**3. Acuity DC Trust (continued)**

The following investments are the components of the synthetic GICs:

DC Plans Master Trust Stable Value Fund

Contract Issuer	Security	2008 Fair Value	2008 Valuation Adjustment	2008 Contract Value
<b>103-12 Investment Entities:</b>				
ING Life & Annuity	IGT INVESCO Short Term Bond	\$ 6,850,624	\$ 260,945	\$ 7,111,569
Monumental	IGT MxMGR Core	8,442,298	402,525	8,844,823
NATIXIS Capital Markets	IGT INVESCO Short Term Bond	13,292,528	493,856	13,786,384
Pacific Life Insurance	IGT MxMGR Int G/C	9,884,079	354,940	10,239,019
Rabobank Nederland	IGT MxMGR Int G/C	10,409,175	371,814	10,780,989
State Street Bank	IGT INVESCO Short Term Bond	6,785,175	247,690	7,032,865
Subtotal		55,663,879	2,131,770	57,795,649
<b>Wrap Contracts</b>		62,084		62,084
<b>Cash</b>				
State Street Bank	Cash	1,376,720		1,376,720
<b>Total</b>		\$ 57,102,683	\$ 2,131,770	\$ 59,234,453

Contract Issuer	Security	2007 Fair Value	2007 Valuation Adjustment	2007 Contract Value
<b>103-12 Investment Entities:</b>				
ING Life & Annuity	IGT INVESCO Short Term Bond	\$ 7,097,505	\$ (63,322)	\$ 7,034,183
Monumental	IGT MxMGR Core	8,434,056	(6,566)	8,427,490
NATIXIS Capital Markets	IGT INVESCO Short Term Bond	13,334,598	(164,087)	13,170,511
Rabobank Nederland	IGT MxMGR Int G/C	9,883,703	(120,757)	9,762,946
State Street Bank	IGT INVESCO Short Term Bond	6,437,095	(55,694)	6,381,401
UBS AG	IGT MxMGR Int G/C	9,940,676	(129,633)	9,811,043
Subtotal		55,127,633	(540,059)	54,587,574
<b>Wrap Contracts</b>				
<b>Cash</b>				
State Street Bank	Cash	1,354,905		1,354,905
<b>Total</b>		\$ 56,482,538	\$ (540,059)	\$ 55,942,479

Investment results of the Acuity DC Trust for the year ended December 31, 2008 are as follows:

Interest income	\$ 2,373,560
Net depreciation in fair value of common stock (quoted market prices)	(1,295,430)
Net investment loss from common/collective trust funds (quoted redemption values)	(9,040,479)
Net investment loss from mutual funds (quoted market prices)	(39,864,305)
<b>Investment Results</b>	<b>\$ (47,826,654)</b>



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## Acuity Brands, Inc. Selected 401(k) and Retirement Plans

## Notes to Financial Statements (continued)

**3. Acuity DC Trust (continued)**

In accordance with Statement of Financial Accounting Standards No. 157, *Fair Value Measurements*, ( SFAS No. 157 ), Acuity Brands determines a fair value measurement based on the assumptions a market participant would use in pricing an asset or liability. SFAS No. 157 established a three-tiered hierarchy making a distinction between market participant assumptions based on (i) observable inputs such as quoted prices in active markets (Level 1), (ii) inputs other than quoted prices in active markets that are observable either directly or indirectly (Level 2), and (iii) unobservable inputs that reflect Acuity Brands' best estimate of what market participants would use in pricing an asset or liability including consideration of the risk inherent in the valuation technique and the risk inherent in the inputs to the model (Level 3).

The following table presents information about the Acuity DC Trust's assets as of December 31, 2008:

Assets	Fair Value Measurements as of December 31, 2008			
	Fair Value as of December 31, 2008	Quoted Market Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual Funds	\$ 68,617,407	\$ 68,617,407	\$	\$
Self-Directed Brokerage Accounts	4,537,582	4,537,582		
Common Stock	5,959,738	5,959,738		
Common/Collective Trusts	33,225,364		33,225,364	
103-12 Investment Entities	55,663,879		55,663,879	
Wrap Contracts	62,084			62,084
Stable Value Fund Cash	1,376,720	1,376,720		
	\$ 169,442,774			

The table below presents a summary of changes in the fair value of the Acuity DC Trust's Level 3 assets for the year ended December 31, 2008:

	Year ended December 31, 2008 Wrap Contracts
Balance, beginning of year	\$
Realized gains/(losses)	
Unrealized gain relating to instruments still held at the reporting date	62,084
Purchases, sales, issuances, and settlements, net	
Balance, end of year	\$ 62,084



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## Acuity Brands, Inc. Selected 401(k) and Retirement Plans

## Notes to Financial Statements (continued)

**4. Income Tax Status**

The Plans have received determination letters from the Internal Revenue Service stating that the Plans are qualified under Section 401(a) of the Code and therefore, the related Trust is exempt from taxation. Subsequent to these determinations by the Internal Revenue Service, the Plans were amended and/or restated. Once qualified, the Plans are required to operate in conformity with the Code to maintain their qualification. The Plan sponsor indicated that it will take the necessary steps, if any, to bring the Plans' operations into compliance with the Code.

**5. Benefits Payable**

The following Plans had benefit payments that were approved for payment prior to December 31, but were not paid until subsequent to December 31:

Plan No.	Plan Name	2008	2007
033	Acuity Brands, Inc. 401(k) Plan	\$	\$ 111,133

These benefit payments represent a reconciling item between the financial statements and Form 5500. An additional reconciling item is related to the difference between the carrying value of synthetic GICs in the financial statements (contract value) and Form 5500 (fair value) in the amount of \$2,131,770. The Form 5500 has not yet been finalized. As such, the differences may vary. However, these differences are not expected to be material.

**6. Excess Contributions Payable**

As of December 31, 2008 and 2007, liabilities for excess contributions for the Acuity Brands, Inc. 401(k) Plan (Plan No. 033), as defined by the Code, were \$11,818 and \$3,731, respectively.

**7. Risks and Uncertainties**

The Plans invest in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

**8. Fair Value Measurements**

In accordance with SFAS No. 157, *Fair Value Measurements*, ( SFAS No. 157 ), Acuity Brands determines a fair value measurement based on the assumptions a market participant would use in pricing an asset or liability. Investments of the Acuity DC Trust, including guaranteed investment contracts ( GICs ), are stated at fair value, as determined by the trustee from quoted market prices in an active market, quoted redemption values, or as determined by the Investment Manager using generally accepted valuation procedures for GICs. Securities traded on a national exchange are valued at the last reported sales price on the last business day of the plan year; investments traded in the over-the-counter market and listed securities for which no sale was reported on the last day of the plan year are valued at the last reported bid price.

The fair value of wrap contracts is determined by calculating the present value of excess future wrap fees. When the replacement cost of a wrap contract (a re-pricing provided annually by the contract issuer) is greater than the current wrap fee, the difference is converted into the implied additional fee payment cash flows for the duration of the holding. The present value of that cash flow stream is calculated using a swap curve yield that is based on the duration of the holding and adjusted for the holding's credit quality rating.

The following table presents information about the Plans' assets as of December 31, 2008:



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## Acuity Brands, Inc. Selected 401(k) and Retirement Plans

Notes to Financial Statements (continued)

**8. Fair Value Measurements (continued)**

Plan No.	Plan Name	Assets	Fair Value Measurements as of December 31, 2008		
			Fair Value as of December 31, 2008	Quoted Market Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
033	Acuity Brands, Inc. 401(k) Plan	Participant Loans	\$ 2,246,215		
		Investment in Master Trust	142,621,053		\$ 2,246,215
			144,867,268		
067	Acuity Brands Lighting, Inc. 401(k) Plan for Hourly Employees	Participant Loans	58,086		58,086
		Investment in Master Trust	1,942,723		
			2,000,809		
069	Holophane Division of Acuity Brands Lighting 401(k) Plan for Hourly Employees	Participant Loans	523,557		523,557
		Investment in Master Trust	8,022,091		
			8,545,648		
070	Holophane Division of Acuity Brands Lighting 401(k) Plan for Hourly Employees covered by a Collective Bargaining Agreement	Participant Loans	1,007,333		1,007,333
		Investment in Master Trust	16,919,245		
			\$ 17,926,578		

The table below presents a summary of changes in the fair value of the Plans level 3 assets for the year ended December 31, 2008:

Plan No.	Plan Name	Year ended December 31, 2008		
		Balance, Beginning of Year	Purchases, sales, issuances, and settlements, net	Balance, End of Year
033	Acuity Brands, Inc. 401(k) Plan	\$ 2,595,740	\$ (349,525)	\$ 2,246,215
067	Acuity Brands Lighting, Inc. 401(k) Plan for Hourly Employees	103,679	(45,593)	58,086
069	Holophane Division of Acuity Brands Lighting 401(k) Plan for Hourly Employees	401,553	122,004	523,557
070	Holophane Division of Acuity Brands Lighting 401(k) Plan for Hourly Employees covered by a Collective Bargaining Agreement	819,313	188,020	1,007,333



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Acuity Brands, Inc.  
 Selected 401(k) and Retirement Plans  
 Schedule H, Line 4i  
 Schedule of Assets (Held at End of Year)  
 December 31, 2008

Plan Name	Plan No.	EIN #	Identity of Issue *	Description of Investment Varying Maturity Dates and Interest Rates	Current Value
				Ranging from:	
Acuity Brands, Inc. 401(k) Plan	033	58-2632672	Participant Loans	(various maturity dates)	\$ 2,246,215
Acuity Brands Lighting, Inc. 401(k) Plan for Hourly Employees				5.00% to 9.25%	
Holophane Division of Acuity Brands Lighting 401(k) Plan for Hourly Employees	067	58-2632672	Participant Loans	(various maturity dates)	58,086
				5.00% to 9.25%	
Holophane Division of Acuity Brands Lighting 401(k) Plan for Hourly Employees Covered by a Collective Bargaining Agreement	069	58-2632672	Participant Loans	(various maturity dates)	523,557
				5.00% to 9.25%	
	070	58-2632672	Participant Loans	(various maturity dates)	1,007,333

\* Represents a party in interest

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
23.1	Consent of Independent Registered Public Accounting Firm.