

ECOLOGY & ENVIRONMENT INC  
Form SC 13D/A  
March 02, 2017

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)\***

**Ecology and Environment, Inc.**

**(Name of Issuer)**

**Class A Common Stock, \$0.01 par value**

**(Title of Class of Securities)**

**278878103**

**(CUSIP Number)**

**Mill Road Capital II, L.P.**

**Attn: Thomas E. Lynch**

**382 Greenwich Avenue**

**Suite One**

**Greenwich, CT 06830**

**203-987-3500**

**With copies to:**

**Peter M. Rosenblum, Esq.**

**Paul Bork, Esq.**

**Foley Hoag LLP**

**Foley Hoag LLP**

**155 Seaport Blvd.**

**155 Seaport Blvd.**

**Boston, MA 02210**

**Boston, MA 02210**

**617-832-1151**

**617-832-1113**

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

**March 2, 2017**

**(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are sent.

\* 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).



1. Names of Reporting Persons.

Thomas E. Lynch

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

USA

Number of 7. Sole Voting Power

Shares

8. Shared Voting Power

Beneficially

Owned by

463,072

Each 9. Sole Dispositive Power

Reporting

10. Shared Dispositive Power

Person

With

463,072

11. Aggregate Amount Beneficially Owned by Each Reporting Person

463,072

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

15.43%

14. Type of Reporting Person (See Instructions)

HC; IN

1. Names of Reporting Persons.

Scott P. Scharfman

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

USA

Number of 7. Sole Voting Power

Shares

8. Shared Voting Power

Beneficially

Owned by

463,072

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Reporting

10. Shared Dispositive Power

Person

With

463,072

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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13. Percent of Class Represented by Amount in Row (11)

15.43%

14. Type of Reporting Person (See Instructions)

HC; IN

1. Names of Reporting Persons

Mill Road Capital II GP LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 463,072

8. Shared Voting Power

Owned by

Each 9. Sole Dispositive Power

Reporting

Person 463,072

10. Shared Dispositive Power

With

11. Aggregate Amount Beneficially Owned by Each Reporting Person



463,072

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

15.43%

14. Type of Reporting Person (See Instructions)

HC; OO

1. Names of Reporting Persons.

Mill Road Capital II, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 463,072

8. Shared Voting Power

Owned by

Each 9. Sole Dispositive Power

Reporting

Person 463,072

10. Shared Dispositive Power

With

11. Aggregate Amount Beneficially Owned by Each Reporting Person

463,072

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

15.43%

14. Type of Reporting Person (See Instructions)

PN

This Amendment No. 2 to the joint statement on Schedule 13D with respect to the Class A Common Stock, \$0.01 par value, of Ecology and Environment, Inc., a New York corporation filed by the undersigned on July 23, 2015, as amended by Amendment No. 1 filed on October 28, 2016 (the **Schedule 13D** ), amends and restates the Schedule 13D as follows.

1. Item 4 of the Schedule 13D shall hereby be amended by inserting the following two paragraphs between the eighth and ninth paragraphs:

On March 1, 2017, the Fund filed a preliminary proxy statement on Schedule 14A with the Securities and Exchange Commission, in connection with the Fund's potential solicitation of proxies in support of the Nominees.

STOCKHOLDERS OF THE ISSUER ARE ADVISED TO READ THE PROXY STATEMENT, GREEN PROXY CARD AND ANY OTHER DOCUMENTS RELATED TO THE SOLICITATION OF PROXIES IN SUPPORT OF THE NOMINEES FOR USE AT THE ANNUAL MEETING WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS IN THE PROXY SOLICITATION. THE DEFINITIVE PROXY STATEMENT AND GREEN PROXY CARD WILL BE AVAILABLE TO THE CLASS A STOCKHOLDERS OF ECOLOGY AND ENVIRONMENT, INC. FROM THE PARTICIPANTS AT NO CHARGE, BY CONTACTING OUR PROXY SOLICITOR, INVESTORCOM, INC., BY PHONE TOLL-FREE AT 1-877-972-0090, AND WILL ALSO BE AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT WWW.SEC.GOV.

2. Item 5(a,b) of the Schedule 13D shall hereby be amended and restated in full as follows:

(a, b) The percentages of beneficial ownership reported in this Item 5, and on each Reporting Person's cover page to this Schedule 13D, are based on a total of 3,000,956 shares of Class A Common Stock issued and outstanding as of November 30, 2016 as reported in the Issuer's most recent quarterly report on Form 10-Q for the fiscal quarter ended October 29, 2016. All of the share numbers reported below, and on each Reporting Person's cover page to this Schedule 13D, are as of March 1, 2017, unless otherwise indicated. The cover page to this Schedule 13D for each Reporting Person is incorporated by reference in its entirety into this Item 5(a, b).

The Fund directly holds, and thus has sole voting and dispositive power over, 463,072 shares of Common Stock. The GP, as sole general partner of the Fund, also has sole authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares on behalf of the Fund, and each of Messrs. Lynch and Scharfman has the shared authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares on behalf of the GP.

Each of the Reporting Persons beneficially owns or may be deemed to beneficially own an aggregate of 463,072 shares of Common Stock, or approximately 15.43% of the outstanding shares of Common Stock, and the Reporting Persons beneficially own or may be deemed to beneficially own, in the aggregate, 463,072 shares of Common Stock, or approximately 15.43% of the outstanding shares of Common Stock.

3. Item 5(c) of the Schedule 13D shall hereby be amended and restated in full as follows:

(c) No Reporting Person effected any transaction in shares of the Common Stock from October 28, 2016 (the date of the most recent filing on Schedule 13D by the Reporting Persons with respect to the Common Stock) to March 2, 2017.

4. Except as expressly modified hereby, all statements contained in the Schedule 13D remain unchanged.

*[signature pages follow]*

*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: March 2, 2017

MILL ROAD CAPITAL II, L.P.

By: Mill Road Capital II GP LLC,

its General Partner

By: /s/ Justin C. Jacobs  
Justin C. Jacobs  
Management Committee Director

MILL ROAD CAPITAL II GP LLC

By: /s/ Justin C. Jacobs  
Justin C. Jacobs  
Management Committee Director

THOMAS E. LYNCH

By: /s/ Justin C. Jacobs  
Justin C. Jacobs, duly authorized

SCOTT P. SCHARFMAN

By: /s/ Justin C. Jacobs  
Justin C. Jacobs, duly authorized