

UNIVERSAL TECHNICAL INSTITUTE INC
Form SC 13G/A
February 12, 2010

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

SCHEDULE 13G

(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

Universal Technical Institute, Inc.

(Name of Issuer)

Common Stock, par value \$.0001 per share

(Title of Class of Securities)

913915104

(CUSIP Number)

December 31, 2009

(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 the disclosures provided in a prior cover page.

The information required in 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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1. Names of Reporting Persons
S.S. or I.R.S. Identification No. of above person

Trigran Investments, Inc.

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

(a) o
(b) x

3. SEC Use Only

4. Citizenship or Place of Organization
Illinois company

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
0

6. Shared Voting Power
659,528 shares of Common Stock

7. Sole Dispositive Power
0

8. Shared Dispositive Power
659,528 shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
659,528 shares of Common Stock

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

11. Percent of Class Represented by Amount in Row (9)
Approximately 2.8% as of December 31, 2009 (based on 23,853,548 shares of Common Stock issued and outstanding per Universal Technical Institute, Inc. Form 10-Q dated February 2, 2010).

12. Type of Reporting Person (See Instructions)
CO

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1. Names of Reporting Persons
S.S. or I.R.S. Identification No. of above person

Douglas Granat

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

(a) o
(b) x

3. SEC Use Only

4. Citizenship or Place of Organization
U.S. Citizen

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
0

6. Shared Voting Power
659,528 shares of Common Stock

7. Sole Dispositive Power
0

8. Shared Dispositive Power
659,528 shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
659,528 shares of Common Stock

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

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Approximately 2.8% as of December 31, 2009 (based on 23,853,548 shares of Common Stock issued and outstanding per Universal Technical Institute, Inc. Form 10-Q dated February 2, 2010).

12. Type of Reporting Person (See Instructions)
IN/HC

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1. Names of Reporting Persons
S.S. or I.R.S. Identification No. of above person

Lawrence A. Oberman

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

(a) o
(b) x

3. SEC Use Only

4. Citizenship or Place of Organization
U.S. Citizen

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
0

6. Shared Voting Power
659,528 shares of Common Stock

7. Sole Dispositive Power
0

8. Shared Dispositive Power
659,528 shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
659,528 shares of Common Stock

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

11. Percent of Class Represented by Amount in Row (9)
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12. Type of Reporting Person (See Instructions)
IN/HC

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1. Names of Reporting Persons
S.S. or I.R.S. Identification No. of above person

Steven G. Simon

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

(a) o
(b) x

3. SEC Use Only

4. Citizenship or Place of Organization
U.S. Citizen

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
0

6. Shared Voting Power
659,528 shares of Common Stock

7. Sole Dispositive Power
0

8. Shared Dispositive Power
659,528 shares of Common Stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
659,528 shares of Common Stock

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

11. Percent of Class Represented by Amount in Row (9)
Approximately 2.8% as of December 31, 2009 (based on 23,853,548 shares of Common Stock issued and outstanding per Universal Technical Institute, Inc. Form 10-Q dated February 2, 2010).

12. Type of Reporting Person (See Instructions)
IN/HC

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Item 1.

- (a) Name of Issuer
Universal Technical Institute, Inc.
- (b) Address of Issuer's Principal Executive Offices
20410 North 19th Avenue

Suite 200

Phoenix, Arizona 85027

Item 2.

- (a) Name of Person Filing
- (b) Address of Principal Business Office or, if none, Residence
- (c) Citizenship

Trigran Investments, Inc.

630 Dundee Road, Suite 230

Northbrook, IL 60062

Illinois company

Douglas Granat

630 Dundee Road, Suite 230

Northbrook, IL 60062

U.S. Citizen

Lawrence A. Oberman

630 Dundee Road, Suite 230

Northbrook, IL 60062

U.S. Citizen

Steven G. Simon

630 Dundee Road, Suite 230

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Northbrook, IL 60062

- (d) U.S. Citizen
Title of Class of Securities
Common Stock, par value \$.0001 per share
 - (e) CUSIP Number
913915104
-

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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 association 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).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership (2)

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

- (a) Amount beneficially owned:

Incorporated by reference to Item 9 of the cover page pertaining to each reporting person.
- (b) Percent of class:

Incorporated by reference to Item 11 of the cover page pertaining to each reporting person.
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote

Incorporated by reference to Item 5 of the cover page pertaining to each reporting person.
 - (ii) Shared power to vote or to direct the vote

Incorporated by reference to Item 6 of the cover page pertaining to each reporting person.
 - (iii) Sole power to dispose or to direct the disposition of

Incorporated by reference to Item 7 of the cover page pertaining to each reporting person.
 - (iv) Shared power to dispose or to direct the disposition of

Incorporated by reference to Item 8 of the cover page pertaining to each reporting person.

(2) Douglas Granat, Lawrence A. Oberman and Steven G. Simon are the controlling shareholders and sole directors of Trigran Investments, Inc. and thus may be considered the beneficial owners of shares beneficially owned by Trigran Investments, Inc.

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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 person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

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

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

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 12th day of February, 2010.

TRIGRAN INVESTMENTS, INC.

By: /s/ Lawrence A. Oberman
 Name: Lawrence A. Oberman
 Executive Vice President and Director

DOUGLAS GRANAT

/s/ Douglas Granat

LAWRENCE A. OBERMAN

/s/ Lawrence A. Oberman

STEVEN G. SIMON

/s/ Steven G. Simon

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