

FITLIFE BRANDS, INC.

Form SC 13D/A

February 13, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_\_\_) \*

Fitlife Brands Inc.

-----  
(Name of Issuer)

Common Stock, Par Value \$.01 Per Share

-----  
(Title of Class of Securities)

33817P108

-----  
(CUSIP Number)

Dayton Judd; 878 S. Denton Tap Rd., Suite 220, Coppell, Texas 75019;  
972-304-5000

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

December 31, 2016

-----  
(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)  
X 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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CUSIP No. 33817P108  
13G

Page 2 of 11

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1.  
NAMES OF REPORTING PERSONS

Sudbury Capital Fund, LP

-----  
2.

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CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)

- (a)
- (b)

-----  
3.  
SEC USE ONLY  
-----

4.  
CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
-----

5.  
SOLE VOTING POWER

0  
-----

6.  
SHARED VOTING POWER

772,965  
-----

7. SOLE DISPOSITIVE POWER

0  
-----

8.  
SHARED DISPOSITIVE POWER

772,965  
-----

9.  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

772,965  
-----

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

11.  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.5%  
-----

12.  
TYPE OF REPORTING PERSON (see instructions)

Partnership (PN)

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CUSIP No. 33817P108  
13G

Page 3 of 11  
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1.  
NAMES OF REPORTING PERSONS

Sudbury Holdings, LLC  
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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

Delaware  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
-----

5.  
SOLE VOTING POWER

0  
-----

6.  
SHARED VOTING POWER

772,965  
-----

7.  
SOLE DISPOSITIVE POWER

0  
-----

8.  
SHARED DISPOSITIVE POWER

772,965  
-----

9.  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

772,965  
-----

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

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11.  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.5%

12.  
TYPE OF REPORTING PERSON (see instructions)

Parent Holding Company/Control Person (HC)

CUSIP No. 74965F104  
13G

Page 4 of 11

1.  
NAMES OF REPORTING PERSONS

Sudbury Capital GP, LP

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

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5.  
SOLE VOTING POWER

0

6.  
SHARED VOTING POWER

772,965

7.  
SOLE DISPOSITIVE POWER

0

8.  
SHARED DISPOSITIVE POWER

772,965

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9.  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

772,965

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

11.  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.5%

12.  
TYPE OF REPORTING PERSON (see instructions)

Partnership (PN)

CUSIP No. 33817P108

13G

Page 5 of 11

1.  
NAMES OF REPORTING PERSONS

Sudbury Capital Management, LLC

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

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5.  
SOLE VOTING POWER

0

6.

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SHARED VOTING POWER

772,965

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7.  
SOLE DISPOSITIVE POWER

0

---

8.  
SHARED DISPOSITIVE POWER

772,965

---

9.  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

772,965

---

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

---

11.  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.5%

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12.  
TYPE OF REPORTING PERSON (see instructions)

Investment Adviser (IA)

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CUSIP No. 33817P108

13G

Page 6 of 11

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Item 1.

(a) Name of Issuer

The name of the issuer is Fitlife Brands Inc. (herein referred to as Issuer).

(b) Address of Issuers Principal Executive Offices

The principal executive offices of the issuer are located at 4509 S. 143rd Street, Suite 1, Omaha, NE 68137.

Item 2.

(a) Name of Person Filing

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Pursuant to Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the Act), the undersigned hereby files this Schedule 13G Statement on behalf of Sudbury Capital Fund, LP, a Delaware limited partnership; Sudbury Holdings, LLC a Delaware limited liability company; Sudbury Capital Management, LLC a Delaware limited liability company; and Sudbury Capital GP, LP, a Delaware limited partnership, the Reporting Persons. Furthermore, information is included herein with respect to Dayton Judd. These parties collectively will be referred to as Item 2 Person. The Item 2 Person is filing this statement jointly. Neither the fact of this filing nor anything contained herein shall be deemed to be an admission by any of the Reporting Persons that they constitute a group.

(b) Address of the Principal Office or, if none, residence

The address of the business office of Sudbury Capital Fund, LP, Sudbury Capital Management, LLC and Sudbury Capital GP, LP; and Dayton Judd is 878 S. Denton Tap Road, Suite 220, Coppell, TX 75019.

(c) Citizenship

The natural person listed in Item 2(a) is a citizen of the United States of America.

(d) Title of Class of Securities

The schedule 13G statement relates to Common stock, par value \$.01 per share, of the Issuer (the Stock).

(e) CUSIP Number

The CUSIP number for the Stock is 33817P108.

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CUSIP No. 33817P108

13G

Page 7 of 11  
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Item 3.

Filing pursuant to 240.13d-1(c)

This Schedule 13G statement is not being filed pursuant to Rule 13d-1(b), Rule 13d-1(d), Rule 13d-2(b) or Rule 13d-2(d).

Item 4. Ownership

Sudbury Capital Fund, LP:

(a) Amount beneficially owned: 772,965

(b) Percent of class: 7.5%

(b) Number of shares to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote:  
772,965.

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(iii) Sole power to dispose or to direct the disposition  
of : 0

(iv) Shared power to dispose or to direct the disposition  
of 772,965.

Sudbury Holdings, LLC:

Because Sudbury Holdings, LLC is the Parent Company of Sudbury Capital Fund, LP, Sudbury Holdings, LLC may, pursuant to 13d-3 of the Act, be deemed to be the beneficial owner of the Stock.

(a) Amount beneficially owned: 772,965.

(b) Percent of class: 7.5%

(b) Number of shares to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 772,965

(iii) Sole power to dispose or to direct the disposition  
of : 0

(iv) Shared power to dispose or to direct the disposition  
of 772,965.

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CUSIP No. 33817P108

13G

Page 8 of 11  
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Sudbury Capital GP, LP:

Because Sudbury Capital GP, LP is the general partner of Sudbury Capital Fund, LP, Sudbury Capital GP, LP may, pursuant to 13d-3 of the Act, be deemed to be the beneficial owner of the Stock.

(a) Amount beneficially owned: 772,965.

(b) Percent of class: 7.5%

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

(i) Sole power to vote or to direct the votes: 0

(ii) Shared power to vote or to direct the vote: 772,965.

(iii) Sole power to dispose or to direct the disposition  
of : 0

(iv) Shared power to dispose or to direct the disposition  
of 772,965.

Sudbury Capital Management, LLC:

Because Sudbury Capital Management, LLC is the Investment Adviser of Sudbury Capital Fund, LP, Sudbury Capital Management, LLC, may, pursuant to 13d-3 of the Act, be deemed to be the beneficial owner of the Stock.



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(a) Amount beneficially owned: 772,965.

(b) Percent of class: 7.5%

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

(i) Sole power to vote or to direct the votes: 0

(ii) Shared power to vote or to direct the vote: 772,965.

(iii) Sole power to dispose or to direct the disposition  
of : 0

(iv) Shared power to dispose or to direct the disposition  
of 772,965.

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CUSIP No. 33817P108

13G

Page 9 of 11  
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Dayton Judd:

Because Dayton Judd is a member of Sudbury Holdings, LLC and Sudbury Capital Management, LLC, and a limited partner of Sudbury Capital GP, LP, Dayton Judd may, pursuant to 13d-3 of the Act, be deemed to be the beneficial owner of the Stock.

(a) Amount beneficially owned: 772,965.

(b) Percent of class: 7.5%

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

(i) Sole power to vote or to direct the votes: 0

(ii) Shared power to vote or to direct the vote: 772,965.

(iii) Sole power to dispose or to direct the disposition  
of : 0

(iv) Shared power to dispose or to direct the disposition  
of 772,965.

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.

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Not Applicable

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

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

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CUSIP No. 33817P108

13G

Page 10 of 11  
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Item 10. Certification

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.

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.

February 13, 2016  
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Date

Sudbury Capital Fund, LP

/s/ Dayton Judd  
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Signature

Member of the General Partner of  
the General Partner of Sudbury  
Capital Fund, LP  
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Title

Sudbury Holdings, LLC

/s/ Dayton Judd

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-----  
Signature

Sole Member  
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Title

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CUSIP No. 33817P108  
13G  
Page 11 of 11  
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Sudbury Capital GP, LP

/s/ Dayton Judd  
-----

Signature

Member of the General Partner of  
the General Partner of Sudbury  
Capital Fund, LP

-----  
Title

Sudbury Capital Management, LLC

/s/ Dayton Judd  
-----

Signature

Managing Member  
-----

Title