

BARNES JAMES A  
Form SC 13D/A  
July 06, 2011

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

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SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)

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PARAMETRIC SOUND CORPORATION  
(Name of Issuer)

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

699172102  
(CUSIP Number)

James A. Barnes  
1941 Ramrod Avenue, #100  
Henderson, Nevada 89014  
888-477-2150

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

June 30, 2011 (See Item 3)  
(Date of Event which Requires Filing of This Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

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 disclosure 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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SCHEDULE 13D

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1. NAMES OF REPORTING PERSON  
James A. Barnes
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)
3. SEC USE ONLY
4. SOURCE OF FUNDS\*  
OO (See Item 3)
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS  
IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

- |   |                              |                                |
|---|------------------------------|--------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH               | 7. SOLE VOTING POWER         | 246,750 shares<br>(see Item 5) |
|   | 8. SHARED VOTING POWER       | 901,836 shares<br>(see Item 5) |
|   | 9. SOLE DISPOSITIVE POWER    | 246,750 shares<br>(see Item 5) |
|   | 10. SHARED DISPOSITIVE POWER | 901,836 shares<br>(see Item 5) |
| 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>1,148,586 shares (see Item 5) |                              |                                |
| 12. CHECK BOX IF THE AGGREGATE AMOUNT INROW (11) EXCLUDES CERTAIN<br>SHARES*                      |                              |                                |
| 13. 5.9%  |                              |                                |
| 14. IN  |                              |                                |

Pursuant to Rule 13d-2 of the Securities Exchange Act of 1934, this Amendment No. 1, amends certain following Items of the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on March 2, 2011. This Amendment No. 1 relates to the Common Stock, par value \$0.001 per share (the "Common Stock"), of Parametric Sound Corporation, a Nevada corporation (the "Issuer") beneficially owned by James A. Barnes (the "Reporting Person"), and is being filed to report the exercise of warrants and the acquisition of additional shares of Common Stock by the Reporting Person (which were either (i) acquired directly from the Issuer in a June 30, 2011 private placement or (ii) vested as compensation in Mr. Barnes' capacity as an officer of the Issuer) since the filing of the original Schedule 13D filed on March 2, 2011.

Item 3                              Source and Amount of Funds or Other Consideration

Item 3 is amended and supplemented by adding the following:

On June 30, 2011 Syzygy Licensing LLC ("Syzygy") exercised its 520,000 warrants of the Issuer at \$0.30 per share with the exercise proceeds reducing certain notes owed to it by the Issuer and was also issued 170,959 additional shares at \$0.70 per share for conversion of the balance of a \$260,000 note and accrued interest of \$15,671. Mr. Barnes, through a family trust, owns 35% of Syzygy and disclaims beneficial ownership to any securities beyond his 35% pecuniary interest. Mr. Barnes' pecuniary interest in the 690,959 shares so acquired is 241,836 shares.

The September 2010 acquisition of the notes and warrants purchased from the Issuer by the Reporting Person, the exercise thereof and the exchange of the balance of the notes and interest for shares were on the same terms as other investors as further disclosed on Form 8-Ks filed by the Issuer on October 1, 2010 and July 1, 2011. No additional consideration was paid by the Reporting Person.

On October 8, 2010 Mr. Barnes was granted a stock option exercisable for an aggregate of 650,000 shares of Common Stock of the Issuer exercisable at an exercise price of \$0.30 per share with an expiration date of October 8, 2015, subject to earlier expiration in accordance with the terms of the grant. These options vest and become exercisable at the rate of 12.5% per calendar quarter with the first tranche vested on December 31, 2010. As of the date of this filing 243,750 options were beneficially owned being the options vested and vesting within 60 days hereof. Mr. Barnes ownership may increase as a result of future vesting of the balance of options on 406,250 shares of Common Stock.

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## Item 5. Interest in Securities of the Issuer

Item 5 is restated and amended in its entirety as follows:

Pursuant to the Issuer's Form 10-Q dated April 28, 2011 and the subsequent financing reported in the Issuer's 8-K dated July 1, 2011 an aggregate of 19,117,027 shares of Common Stock was used as issued and outstanding for computing ownership percentages herein.

<b>(a) Beneficial ownership</b>	
Common Shares	704,836
Warrants Exercisable within 60 days	200,000
Stock Options Exercisable within 60 days	243,750
<b>Total Beneficial Ownership</b>	<b>1,148,586</b>
Percentage	5.9%
<b>(b) Voting and dispositive power</b>	
Sole Voting Power	246,750
Shared Voting Power	901,836
Sole Dispositive Power	246,750
Shared Dispositive Power	901,836

(c) Except as set forth herein (see Item 3) the Reporting Person has not effected any transactions in shares of Common Stock in the past 60 days.

(d) Mr. Barnes spouse is a trustee of the family trust and SMI and an officer of SCI. Other than described herein, no person other than the Reporting Person is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, such shares of the Common Stock.

(e) Not applicable

Item 6 Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer.

Item 3 of this Schedule 13D, as so amended, is incorporated herein by reference.

Item 7 Materials to be Filed as Exhibits

Exhibit 99.1	Form of Warrant from Issuer related to debt financing dated September 28, 2010 and incorporated by reference to Exhibit 4.2 to the Issuer's Form 8-K dated October 1, 2010.
Exhibit 99.2	Form of Stock Option Grant and Notice and Stock Option Agreement incorporated by reference to Exhibit 10.6 to the Issuer's Form 8-K dated October 1, 2010.
Exhibit 99.3	Form of Stock Purchase Warrant dated February 22, 2011 and incorporated by reference to Exhibit 4.1 to the Issuer's Form 8-K dated February 24, 2011.
Exhibit 99.4	Securities Purchase Agreement dated February 22, 2011 with the Issuer and incorporated by reference to Exhibit 10.1 to the Issuer's Form 8-K dated February 24, 2011.
Exhibit 99.5	Registration Rights Agreement dated February 22, 2011 with the Issuer and incorporated by reference to Exhibit 10.2 to the Issuer's Form 8-K dated February 24, 2011.



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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.

Date: July 6, 2011  
/s/ JAMES A. BARNES  
James A. Barnes