

# POINTS INTERNATIONAL LTD

Filed by  
**PEMBROKE MANAGEMENT, LTD**

## **FORM SC 13G/A** (Amended Statement of Ownership)

Filed 02/02/17

Telephone 416-595-0000  
CIK 0001204413  
Symbol PCOM

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(AMENDMENT NO. 5)\*

### Points International Ltd.

(Name of Issuer)

**Common Stock**  
(Title of Class of Securities)

730843109

(CUSIP Number)

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)  
 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 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. 730843109  
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(1) NAMES OF REPORTING PERSONS  
Pembroke Management, LTD  
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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)   
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(3) SEC USE ONLY  
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(4) CITIZENSHIP OR PLACE OF ORGANIZATION Canada  
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NUMBER OF (5) SOLE VOTING POWER 1,593,000  
SHARES  
BENEFICIALLY (6) SHARED VOTING POWER 0  
OWNED BY  
EACH (7) SOLE DISPOSITIVE POWER 1,593,000  
REPORTING  
PERSON WITH (8) SHARED DISPOSITIVE POWER 0  
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(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,593,000  
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(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES  
  
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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 10.50%  
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(12) TYPE OF REPORTING PERSON  
IA  
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Item 1.

(a) Name of Issuer:  
Points International Ltd.

(b) Address of Issuer's Principal Executive Offices:  
171 John Street, 5th Floor, Toronto, Ontario, Canada M5T 1X3

Item 2.

- (a) Name of Person Filing:  
Pembroke Management, LTD
- (b) Address of Principal Business Office or, if None, Residence:  
1002 Sherbrooke Street West Suite 1700, Montreal QC
- (c) Citizenship: Canada
- (d) Title of Class of Securities: Common Stock
- (e) CUSIP Number: 730843109

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b),  
or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) [ ] Broker or dealer registered under Section 15 of the  
Exchange Act.
- (b) [ ] Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) [ ] Insurance company as defined in Section 3(a)(19) of the  
Exchange Act.
- (d) [ ] Investment company registered under Section 8 of the  
Investment Company Act.
- (e) [ x ] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) [ ] An employee benefit plan or endowment fund in accordance with  
Rule 13d-1(b)(1)(ii)(F);
- (g) [ ] A parent holding company or control person in accordance with  
Rule 13d-1(b)(1)(ii)(G);
- (h) [ ] A savings association as defined in Section 3(b) of the  
Federal Deposit Insurance Act;
- (i) [ ] A church plan that is excluded from the definition of an  
investment company under Section 3(c)(14) of the  
Investment Company Act;
- (j) [ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

- (a) Amount beneficially owned: 1,593,000
- (b) Percent of class: 10.50%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 1,593,000
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of:  
1,593,000
  - (iv) Shared power to dispose or to direct the disposition of:  
0

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.

Clients of Pembroke Management, LTD have the right to receive or the  
power to direct the receipt of dividends from, or the proceeds from the  
sale of the common stock reported as beneficially owned by Pembroke  
Management, LTD. No client beneficially owns more than 5% of the  
issuer's common stock.

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.

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.

Filer           Pembroke Management, LTD  
By:             /s/ Michael McLaughlin  
Name:          Michael McLaughlin  
Title:         Partner  
Date:          January 30, 2017