

TOWERSTREAM CORP

Filed by
STETSON JOHN

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

Filed 08/22/17

Address	88 SILVA LANE MIDDLETOWN, RI 02842
Telephone	(401) 848-5848
CIK	0001349437
Symbol	TWER
SIC Code	4899 - Communications Services, Not Elsewhere Classified
Industry	Wireless Telecommunications Services
Sector	Telecommunication Services
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

Amendment No. 4
To
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)

TOWERSTREAM CORPORATION

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE

(Title of Class of Securities)

892000100

(CUSIP Number)

August 21, 2017

(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)
-
-

CUSIP No. 892000100

1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) John Stetson
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) []
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 3,140,000(1)(2)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 3,140,000(1)(2)

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,140,000(1)(2)
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.99% (Based on 28,275,503 shares of common stock outstanding as of August 10, 2017)
12	TYPE OF REPORTING PERSON* IN

(1) Represents 630,991 shares of common stock, 2,509,009 shares of common stock underlying Series G Preferred Stock held by HS Contrarian Investments, LLC ("HS Contrarian"). Excludes (i) 3,870,991 shares of common stock underlying Series G Preferred Stock held by HS Contrarian and (ii) 4,008,000 shares of common stock underlying Series H Preferred Stock held by HS Contrarian. Each of the foregoing series of preferred stock contains an ownership limitation such that the holder may not exercise any of such securities to the extent that such exercise would result in the holder's beneficial ownership being in excess of 9.99% of the Issuer's issued and outstanding common stock together with all shares owned by the holder and its affiliates.

(2) John Stetson is the Managing Member of HS Contrarian and in such capacity has voting and dispositive power over the securities held by such entity.

CUSIP No. 892000100

1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) HS Contrarian Investments, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) []
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Florida

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 3,140,000(1)(2)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 3,140,000(1)(2)

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,140,000(1)(2)
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.99% (Based on 28,275,503 shares of common stock outstanding as of August 10, 2017)
12	TYPE OF REPORTING PERSON* OO

(1) Represents 630,991 shares of common stock, 2,509,009 shares of common stock underlying Series G Preferred Stock. Excludes (i) 3,870,991 shares of common stock underlying Series G Preferred Stock and (ii) 4,008,000 shares of common stock underlying Series H Preferred Stock. Each of the foregoing series of preferred stock contains an ownership limitation such that the holder may not exercise any of such securities to the extent that such exercise would result in the holder's beneficial ownership being in excess of 9.99% of the Issuer's issued and outstanding common stock together with all shares owned by the holder and its affiliates.

(2) John Stetson is the Managing Member of HS Contrarian and in such capacity has voting and dispositive power over the securities held by such entity.

Item 1(a). Name of Issuer:

Towerstream Corporation, a Delaware corporation (“Issuer”)

Item 1(b). Address of Issuer’s Principal Executive Offices:

88 Silva Lane, Middletown, RI 02842

Item 2(a). Name of Person Filing.

The statement is filed on behalf of John Stetson and HS Contrarian (collectively, the “Reporting Person”).

Item 2(b). Address of Principal Business Office or, if None, Residence.

2300 East Las Olas Blvd., Fort Lauderdale, FL 33301

Item 2(c). Citizenship.

John Stetson is a citizen of the United States. HS Contrarian is organized in the State of Florida.

Item 2(d). Title of Class of Securities.

Common Stock, par value \$0.001.

Item 2(e). CUSIP Number.

892000100

Item 3. Type of Person

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned: 3,140,000(1)(2)

(b) Percent of class: 9.99% (Based on 28,275,503 shares of common stock outstanding as of August 10, 2017)

(c) Number of shares as 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: 3,140,000(1)(2)

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

(iv) Shared power to dispose or to direct the disposition of: 3,140,000(1)(2)

(1) Represents 630,991 shares of common stock, 2,509,009 shares of common stock underlying Series G Preferred Stock held by HS Contrarian. Excludes (i) 3,870,991 shares of common stock underlying Series G Preferred Stock held by HS Contrarian and (ii) 4,008,000 shares of common stock underlying Series H Preferred Stock held by HS Contrarian. Each of the foregoing series of preferred stock contains an ownership limitation such that the holder may not exercise any of such securities to the extent that such exercise would result in the holder’s beneficial ownership being in excess of 9.99% of the Issuer’s issued and outstanding common stock together with all shares owned by the holder and its affiliates.

(2) John Stetson is the Managing Member of HS Contrarian and in such capacity has voting and dispositive power over the securities held by such entity.

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 by the Parent Holding Company.

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. Purpose of Transaction

All of the Issuer's securities owned by the Reporting Persons have been acquired for investment purposes only.

On August 21, 2017, the Reporting Person submitted a letter to the Board of Directors requesting the Issuer to engage a banker for the sale of assets.. The aforementioned letter is attached to this Schedule 13G as Exhibit 99.1.

Item 11. Material to Be Filed as Exhibits

Exhibit
Number Description

99.1 Shareholder Letter to the Issuer dated August 21, 2017

Item 12. Certifications.

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.

Date: August 22, 2017

By: /s/ John Stetson
John Stetson

HS Contrarian, LLC

Date: August 22, 2017

By: /s/ John Stetson
John Stetson, Managing Member



August 21, 2017

VIA EMAIL AND OVERNIGHT UPS

The Board of Directors
Towerstream Corporation
88 Silva Lane, Tech IV Building,
Middletown, RI 02842

Gentlemen:

I am the beneficial owner of 630,991 shares of common stock and \$1.139 million of Preferred Stock currently convertible into 10,388,000 common shares (subject to 9.9% ownership blocker) of Towerstream Corporation (the "Company"). On a converted basis, this represents 30% of the equity. I have been a shareholder of the Company for the last two years, and very familiar with your business operations and balance sheet. I believe that the public market does not properly value the Company and the Company's shareholders deserve the opportunity to be provided a premium to prices reflected in the current market.

The internet service space has seen significant M&A activity in the past 15 months. In June 2016, Google Fiber acquired Webpass which serves 5 markets in the US and has a similar customer base and revenues as Towerstream. Since the transaction was private, the terms of the deal were not disclosed, but rumored to be more than \$50 million. In addition to Webpass, there was a significant transaction in May 2017 when Verizon acquired Straight Path for \$3.1 billion, an owner of spectrum rights for 5G networks. These recent transactions show that there is substantial interest from big tech companies for internet service assets.

As a shareholder, I believe that Towerstream has done a great job improving the fundamentals and it is now time for the shareholders to reap the benefits from the recent turnaround. I am requesting that the Board of Directors engage a banker for the sale of the Towerstream assets or an outright sale of the Company. Based on the quarterly filings and recent earnings announcement, it appears the Company is approximately 6 months away from breaching their debt covenants. On separate calls with legacy and current management, I have been told that the assets are worth between \$60 and \$100 million. Unfortunately, the current cap table does not allow the shareholders to realize this value. Over the past two years, the Company has continued to raise equity and dilute the equity shareholders. All the EBITDA has gone to pay interest on the nearly \$33 million in long term debt incurring huge losses for the Company. The Company currently has \$9 million in cash and approximately 38 million shares outstanding on a fully diluted basis. At \$0.08 per share, the equity is worth just \$3 million. Therefore, \$3 million of market cap plus \$33 million of debt less the \$9 million in cash gives the company an enterprise value of \$27 million. This means that the common stock should be trading at \$1 per share based on Management's assessment. Other Company competitors, such as Cogent Communications trades at 4x revenue. Towerstream's revenue run rate of \$25 million would put the share price well over \$1 per share as well.

2300 East Las Olas Blvd., Fort Lauderdale, FL 33301

Since owning the Preferred, I have received calls from individuals at two companies that said they had provided term sheets to management for a transaction and did not get anywhere. This leads me to believe that there is serious interest in the assets and the company must engage a banker to monetize the value of the assets before the shareholders get wiped out. Another equity raise will hurt the shareholders and just be a band aid until the next covenant breach. It is the Board of Directors fiduciary responsibility to look out for the shareholders and must evaluate all options.

I look forward to hearing the next steps of the Company to serve the interests of the shareholders.

Very truly yours,

/s/ John Stetson

2300 East Las Olas Blvd., Fort Lauderdale, FL 33301
