

BOSTON OMAHA CORP
Filed by
BOULDERADO PARTNERS, LLC

FORM SC 13D/A
(Amended Statement of Beneficial Ownership)

Filed 02/06/19

Address	1411 HARNEY ST. SUITE 200 OMAHA, NE, 68102
Telephone	857-256-0079
CIK	0001494582
Symbol	BOMN
Fiscal Year	12/31

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
[Rule 13d-101]

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 24.13d-1(a) AND AMENDMENTS THERETO
FILED PURSUANT TO § 240.13D-2(a)

(Amendment No. 5)*

Boston Omaha Corporation

(Name of Issuer)

Class A common stock, par value \$0.001 per share

(Title of Class of Securities)

101044105

(CUSIP Number)

**292 Newbury Street, Suite 333
Boston, Massachusetts 02115
(857) 342-3483**

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

February 1, 2019

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [x].

Note : Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)
(Page 1 of 11 Pages)

* 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).

1	NAME OF REPORTING PERSONS Boulderado Partners, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 0
	8 SHARED VOTING POWER 1,073,050*
	9 SOLE DISPOSITIVE POWER 0
	10 SHARED DISPOSITIVE POWER 1,073,050*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,073,050*
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.84%
14	TYPE OF REPORTING PERSON OO

* This total includes 493,276 shares of Class A common stock, 527,780 shares of Class B common stock, and 51,994 Class B warrants. The Class B common stock is convertible into shares of Class A common stock on a one-on-one basis under certain circumstances.

1	NAME OF REPORTING PERSONS	Boulderado Capital, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) [] (b) [X]
3	SEC USE ONLY		
4	SOURCE OF FUNDS	AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	1,073,050*
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	1,073,050*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,073,050*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	4.84%	
14	TYPE OF REPORTING PERSON	HC	

* This total includes 493,276 shares of Class A common stock, 527,780 shares of Class B common stock, and 51,994 Class B warrants. The Class B common stock is convertible into shares of Class A common stock on a one-on-one basis under certain circumstances.

1	NAME OF REPORTING PERSONS Boulderado Group, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS AF
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 0
	8 SHARED VOTING POWER 1,073,050**
	9 SOLE DISPOSITIVE POWER 0
	10 SHARED DISPOSITIVE POWER 1,073,050**
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,073,050**
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.84%
14	TYPE OF REPORTING PERSON IA

** This total includes 493,276 shares of Class A common stock, 527,780 shares of Class B common stock, and 51,994 Class B warrants. The Class B common stock is convertible into shares of Class A common stock on a one-on-one basis under certain circumstances.

SCHEDULE 13D

1	NAME OF REPORTING PERSONS Alex B. Rozek
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS AF
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
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 0
	8 SHARED VOTING POWER 1,354,328***
	9 SOLE DISPOSITIVE POWER 0
	10 SHARED DISPOSITIVE POWER 1,354,328***
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,354,328***
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.12%
14	TYPE OF REPORTING PERSON IN

*** This total includes 774,554 shares of Class A common stock, 527,780 shares of Class B common stock, and 51,994 Class B warrants. The Class B common stock is convertible into shares of Class A common stock on a one-on-one basis under certain circumstances.

This Amendment No. 5 to the Schedule 13D (this “Amendment No. 5”) amends and restates in its entirety the Schedule 13D originally dated June 16, 2017 and filed on June 26, 2017, as amended to date, (the “Original Schedule 13D” and, together with all amendments, the “Schedule 13D”) by the Reporting Persons (as defined below).

Item 1. Security and Issuer.

This statement on Schedule 13D relates to shares of Class A common stock, par value \$0.001 per share (the “Common Stock”) of Boston Omaha Corporation (the “Issuer”). The address of the principal executive office of the Issuer is 1411 Harney St #200, Omaha, NE 68102.

Item 2. Identity and Background.

(a-c) This Schedule 13D is being jointly filed by Boulderado Partners, LLC (“BP”), Boulderado Capital, LLC (“BC”), Boulderado Group, LLC (“BG”), and Alex B. Rozek (each, a “Reporting Person” and, collectively, the “Reporting Persons”) with respect to shares of common stock of the Issuer (the “Common Stock”) owned directly by BP and a trust of which Mr. Rozek is the trustee and over which he has voting power.

BC is the managing member of BP. BG is the investment manager of BP. Alex B. Rozek is the managing member of BC and BG. BC, BG, and Mr. Rozek may each exercise voting and dispositive power over the Common Stock held by BP and, as a result, may be deemed to be indirect beneficial owners of shares of Common Stock held by BP. Additionally, Mr. Rozek may exercise voting and dispositive power over the Common Stock held by a trust of which Mr. Rozek is the trustee and over which he has voting power. BC, BG, and Mr. Rozek disclaim beneficial ownership of the common stock.

The principal business address of each of the Reporting Persons is 292 Newbury Street, Suite 333 Boston, Massachusetts 02115.

(d) During the past five years, none of the Reporting Persons have been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the past five years, none the of Reporting Persons have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) BP, BC and BG are Delaware limited liability companies. Mr. Rozek is a U.S. citizen.

Item 3. Source and Amount of Funds or Other Consideration.

Consideration for the Class A and B Common Stock described in this Schedule 13D came from the working capital of BP. The Class A and B Common Stock was purchased at an aggregate price of \$18,728,902.

Item 4. Purpose of Transaction.

The Reporting Persons purchased certain of the Common Stock through a combination of the Issuer's initial private offerings, IPO and subsequent purchases. The Reporting Persons purchased the Common Stock based on the belief that such securities, when purchased, were undervalued and represented an attractive investment opportunity.

This Schedule 13D amendment is being filed to report that, (i) on January 15, 2019, on August 13, 2018, BP distributed 485,169 shares of Class A Common Stock to its limited partners and (ii) on February 1, 2019 Boulderado BOC, LP ("BBOC") distributed 3,234,020 shares of Class A Common Stock (representing all shares of Common Stock held by BBOC) to its limited partners. Of the 3,234,020 shares of Class A Common Stock distributed by BBOC, (A) 326,895 shares of Class A Common Stock were distributed to BG as the general partner of BBOC and BG immediately contributed such shares to be held by BP on its behalf and (B) 2,896,989 shares of Class A Common Stock distributed to one investor were immediately transferred by such investor to Magnolia BOC I, which is managed by Magnolia Group, LLC. These distributions were the result of BP, BBOC, BG and BC returning all outside capital to investors and continuing operations to manage family investments only. As a result of these distributions, BBOC holds no shares of Common Stock and is no longer deemed a reporting person. The shares of Common Stock deemed beneficially owned by BP decreased from 1,231,324 to 1,073,050 (including the shares contributed by BG). The number of shares deemed to be beneficially owned by BC, BG and Alex B. Rozek also decreased accordingly. The distributed shares of Common Stock are no longer owned by the Reporting Persons (other than the shares contributed by BG to BP) and are no longer reported by the Reporting Persons in this Schedule 13D.

The purpose of the acquisition of the Common Stock is for investment, and the acquisitions of the Common Stock were made in the ordinary course of business. Given the Reporting Persons' ownership percentage of, and Mr. Rozek's role with, the Issuer, the Reporting Persons holding of the Common Stock may have the purpose or effect of controlling the Issuer.

Although the Reporting Persons have no specific plan or proposal to acquire additional Common Stock or dispose of the Common Stock, consistent with its investment purpose, the Reporting Persons at any time and from time to time may acquire additional Common Stock or dispose of any or all of their Common Stock depending upon an ongoing evaluation of the investment in the Common Stock, prevailing market conditions, other investment opportunities, liquidity requirements of the Reporting Persons and/or other investment considerations.

Alex B. Rozek is co-Chief Executive Officer and co-Chairman of the Board of the Issuer. As a result, the Reporting Persons will, in the ordinary course, engage in communications with one or more shareholders of the Issuer, one or more officers of the Issuer, other members of the board of directors of the Issuer, and other representatives of the Issuer regarding the Issuer.

Except to the extent the foregoing may be deemed a plan or proposal, the Reporting Persons have no plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

Item 5. Interests in Securities of the Issuer

(a - b) Prior to the Issuer's initial public offering, the shares of Common Stock, as reported on the Schedule 13G filed by the Reporting Persons on February 14, 2017, were designated as Class A common stock, and those shares previously held as Class A common stock and Class A warrants were designated Class B common stock and Class B warrants.

Currently, BP, BG and BC beneficially own 493,276 shares of Class A common stock, 527,780 shares of Class B common stock, and 51,994 Class B warrants. Mr. Rozek beneficially owns 774,554 shares of Class A common stock, 527,780 shares of Class B common stock, and 51,994 Class B warrants. The Class B warrants include 1,243 Class B warrants at a strike price of \$8.00 and 50,751 Class B warrants at a strike price of \$10.00.

The Class B warrants are convertible at any time and at the holder's election into shares of the Issuer's Class B common stock. The Class B common stock is convertible into shares of Class A common stock on a one-on-one basis under certain circumstances. The conversion right has no expiration date.

Based on the foregoing:

Mr. Rozek may be deemed the beneficial owner of 1,073,050 shares of Common Stock held for the account of BP and 281,278 shares of Common Stock held for a trust of which Mr. Rozek is the trustee and over which he has voting power.

BC may be deemed the beneficial owner of 1,073,050 shares of Common Stock held for the account of BP.

BG may be deemed the beneficial owner of 1,073,050 shares of Common Stock held for the account of BP.

BP may be deemed the beneficial owner of 1,073,050 shares of Common Stock that it holds.

The Issuer's 10-Q, filed on November 9, 2018, listed 21,008,024 shares of the Issuer's Class A common stock and 1,055,560 shares of the Issuer's Class B common stock outstanding. The shares beneficially owned in total represent approximately 6.14% of the Common Stock.

The filing of this Schedule 13D shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any securities covered by the Schedule 13D.

The information set forth in Rows 5 through 11 of the cover page for each Reporting Person is hereby incorporated by reference into this Item 5(b) for each such Reporting Person.

(c) This Schedule 13D amendment is being filed to report that, (i) on January 15, 2019, on August 13, 2018, BP distributed 485,169 shares of Class A Common Stock to its limited partners and (ii) on February 1, 2019 Boulderado BOC, LP ("BBOC") distributed 3,234,020 shares of Class A Common Stock (representing all shares of Common Stock held by BBOC) to its limited partners. Of the 3,234,020 shares of Class A Common Stock distributed by BBOC, (A) 326,895 shares of Class A Common Stock were distributed to BG as the general partner of BBOC and BG immediately contributed such shares to be held by BP on its behalf and (B) 2,896,989 shares of Class A Common Stock distributed to one investor were immediately transferred by such investor to Magnolia BOC I, which is managed by Magnolia Group, LLC. These distributions were the result of BP, BBOC, BG and BC returning all outside capital to investors and continuing operations to manage family investments only. As a result of these distributions, BBOC holds no shares of Common Stock and is no longer deemed a reporting person. The shares of Common Stock deemed beneficially owned by BP decreased from 1,231,324 to 1,073,050 (including the shares contributed by BG). The number of shares deemed to be beneficially owned by BC, BG and Alex B. Rozek also decreased accordingly. The distributed shares of Common Stock are no longer owned by the Reporting Persons (other than the shares contributed by BG to BP) and are no longer reported by the Reporting Persons in this Schedule 13D.

(d) Except as disclosed herein, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock beneficially owned by each of the Reporting Persons.

(e) This item is not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

The information set forth under Items 3, 4 and 5 above is incorporated in this Item 6 in its entirety.

The Reporting Persons have entered into the Joint Filing Agreement attached hereto as Exhibit 99.1.

Except for the arrangements described herein, to the best knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any other person with respect to any securities of the Issuer, including but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

The following documents are filed as Exhibits to this statement.

Exhibit 99.1 – Joint Filing Agreement

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 5, 2019

BOULDERADO PARTNERS, LLC

By: Boulderado Capital, LLC, Managing Member

By: /s/ Alex B. Rozek

Name: Alex B. Rozek

Title: Managing Member

BOULDERADO CAPITAL, LLC

By: /s/ Alex B. Rozek

Name: Alex B. Rozek

Title: Managing Member

BOULDERADO GROUP, LLC

By: /s/ Alex B. Rozek

Name: Alex B. Rozek

Title: Managing Member

ALEX B. ROZEK

/s/ Alex B. Rozek

Alex B. Rozek

Joint Filing Agreement

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange act of 1934, the undersigned agree, as of February 5, 2019, that only one statement containing the information required by Schedule 13D, and each amendment thereto, need to be filed with respect to the ownership by each of the undersigned of shares of Common Stock of Boston Omaha Corporation, and such statement to which this Joint Filing Agreement is attached as Exhibit 99.1 is filed on behalf of each of the undersigned.

Dated: February 5, 2019

BOULDERADO PARTNERS, LLC

By: Boulderado Capital, LLC

By: /s/ Alex B. Rozek
Alex B. Rozek, Managing Member

BOULDERADO CAPITAL, LLC

By: /s/ Alex B. Rozek
Alex B. Rozek, Managing Member

BOULDERADO GROUP, LLC

By: /s/ Alex B. Rozek
Alex B. Rozek, Managing Member

ALEX B. ROZEK

/s/ Alex B. Rozek
Alex B. Rozek