

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

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

**Digirad Corporation**

(Name of Issuer)

**Common Stock, \$0.0001 par value**

(Title of Class of Securities)

**253827109**

(CUSIP Number)

RED OAK PARTNERS, LLC  
Attn: David Sandberg  
304 Park Avenue South, 11<sup>th</sup> Floor  
New York, NY 10010  
(212) 614-8952

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

**May 9, 2013**

(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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box ☐

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*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 Red Oak Partners, LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (See Instructions) AF		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER	
	8	SHARED VOTING POWER 1,078,752	
	9	SOLE DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER 1,078,752	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,078,752		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.61% <sup>1</sup>		
14	TYPE OF REPORTING PERSON (See Instructions) OO		

<sup>1</sup> Based on 19,243,079 shares of common stock outstanding at April 24, 2013, as reported by the Company on its Form 10-Q for the quarter ended March 31, 2013, filed with the United States Securities and Exchange Commission on May 6, 2013.

1	NAME OF REPORTING PERSON The Red Oak Fund, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (See Instructions) WC		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER	
	8	SHARED VOTING POWER 618,566	
	9	SOLE DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER 618,566	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 618,566		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.21% <sup>1</sup>		
14	TYPE OF REPORTING PERSON (See Instructions) PN		

1	NAME OF REPORTING PERSON  Pinnacle Partners, LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (See Instructions) AF		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Colorado		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER	
	8	SHARED VOTING POWER 460,186	
	9	SOLE DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER 460,186	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 460,186		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.39% <sup>1</sup>		
14	TYPE OF REPORTING PERSON (See Instructions) OO		

1	NAME OF REPORTING PERSON  Pinnacle Fund, LLLP		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (See Instructions) WC		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Colorado		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER	
	8	SHARED VOTING POWER 460,186	
	9	SOLE DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER 460,186	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 460,186		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.39% <sup>1</sup>		
14	TYPE OF REPORTING PERSON (See Instructions) PN		

1	NAME OF REPORTING PERSONS David Sandberg		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (See Instructions) AF		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER	
	8	SHARED VOTING POWER 1,078,752	
	9	SOLE DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER 1,078,752	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,078,752		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.61% <sup>1</sup>		
14	TYPE OF REPORTING PERSON (See Instructions) IN		

This Amendment No. 1 (“Amendment No. 1”) to Schedule 13D amends and supplements the statement on Schedule 13D originally filed by Red Oak Partners, LLC (the “Reporting Persons”) on March 18, 2013, relating to the common stock, par value \$.0001 per share (the “Common Stock”), of Digirad Corporation, a Delaware corporation (the “Issuer”). The principal executive offices of the Issuer are located at 13950 Stowe Drive, Poway, California 92064. Except as specifically amended and supplemented by this Amendment No. 1, all other provision of the Schedule 13D remain in full force and effect. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D.

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

The source of cash funds for the purchased securities was the working capital of the Funds, and the amount of funds totaled \$2,106,619.

### **Item 4. Purpose of Transaction.**

On May 9, 2013, the Reporting Persons sent a letter, attached as Exhibit A, to the Chairman of the Issuer.

The Reporting Persons purchased the Common Stock subject to this Statement for investment purposes. The Reporting Persons will review their investments in the Common Stock from time to time, and, subject to applicable law and regulation and depending upon certain factors, including, without limitation, the financial performance of the Company, the availability and price of the Common Stock or other securities related to the Company, and other general market and investment conditions, the Reporting Persons may determine to:

- acquire additional Common Stock through open market purchases or otherwise;
- sell Common Stock through the open market or otherwise; or
- otherwise engage or participate in a transaction with the purpose or effect of changing or influencing the control of the Company.

Such transactions may take place at any time and without prior notice. There can be no assurance, however, that any Reporting Person will take any such actions.

### **Item 5. Interest in Securities of the Issuer.**

(a) The aggregate percentage of the Company’s outstanding shares of Common Stock reported owned by each Reporting Person is based on 19,243,079 shares of common stock outstanding at April 24, 2013, as reported by the Company on its Form 10-Q for the quarter ended March 31, 2013, filed with the United States Securities and Exchange Commission on May 6, 2013. Each Reporting Person disclaims beneficial ownership with respect to any shares of Common Stock other than the shares owned directly and of record by such Reporting Person.

Red Oak Partners beneficially owns 1,078,752 shares of Common Stock, representing 5.61% of all the outstanding shares of Common Stock. The Funds are each controlled by Red Oak Partners. Therefore, Red Oak Partners may be deemed to beneficially own (i) the 618,566 shares of Common Stock held by the Red Oak Fund, and (ii) the 460,186 shares of Common Stock held by Pinnacle Fund.

Mr. Sandberg beneficially owns 1,078,752 shares of Common Stock, representing 5.61% of all the outstanding shares of Common Stock. Mr. Sandberg, as the managing member of Red Oak Partners may be deemed to beneficially own the 1,078,752 shares of Common Stock beneficially owned by Red Oak Partners through the Funds.

Red Oak Fund may be deemed to beneficially own 618,566 shares of Common Stock, representing 3.21% of all the outstanding shares of Common Stock. Pinnacle Fund may be deemed to beneficially own 460,186 shares of Common Stock, representing 2.39% of all the outstanding shares of Common Stock.

(b) Each of Red Oak Partners and Mr. Sandberg may be deemed to have shared voting and dispositive power with respect to (i) the 618,566 shares of Common Stock held by the Red Oak Fund, and (ii) the 460,186 shares of Common Stock held by Pinnacle Fund. No Fund shares with any other Fund voting or dispositive power with respect to the shares such Fund beneficially owns.

(c) Transactions by the Reporting Persons effected in Common Stock that have taken place in the last sixty days are as follows:

<u>Date</u>	<u>Fund Name</u>	<u>Buy/Sell</u>	<u>Quantity</u>	<u>Price</u>
April 8, 2013	The Red Oak Fund, LP	Buy	37,133	2.442

**Item 7. Material to be Filed as Exhibits.**

Exhibit A – Letter to the Chairman of the Issuer



## **SIGNATURE**

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

Dated: May 9, 2013

By: /s/ David Sandberg  
Name: David Sandberg

### **RED OAK PARTNERS, LLC**

By: /s/ David Sandberg  
Name: David Sandberg  
Title: Managing Member

### **THE RED OAK FUND, L.P.**

By: RED OAK PARTNERS, LLC,  
its general partner

By: /s/ David Sandberg  
Name: David Sandberg  
Title: Managing Member

### **PINNACLE PARTNERS, LLC**

By: RED OAK PARTNERS, LLC,  
its managing member

By: /s/ David Sandberg  
Name: David Sandberg  
Title: Managing Member

### **PINNACLE FUND, LLLP**

By: PINNACLE PARTNERS, LLC,  
its general partner

By: /s/ David Sandberg  
Name: David Sandberg  
Title: Managing Member

## **Footnotes**

**RED OAK PARTNERS, LLC**

304 Park Avenue South, 11<sup>th</sup> Floor | New York, New York 10010  
Telephone (212) 614-8952 | Facsimile (646) 390-6784

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**VIA FAX AND COURIER**

May 9, 2013

Attn: Jeff Eberwein, Chairman  
Digirad Corporation  
13950 Stowe Drive  
Poway, California 92064

Re: notice of infractions of 14a-9 committed by Digirad

Dear Mr. Eberwein:

We have recently received a communication from the inspector of election showing that the company attempted to vote its treasury shares (held in an outside brokerage account) in favor of the company slate, a move which was properly rejected by the inspector of election. Red Oak also knows that the broker in question reported the treasury shares to Broadridge as votes in favor of the company slate, which distorted the preliminary information made available by Broadridge. Red Oak and its advisors questioned the Broadridge reports as early as April 8, 2013 via email communication to the Company's advisors because the Broadridge reports appeared to reflect a total number of shares voting which exceeded the number outstanding. On April 8, 2013 the company admitted the inclusion of treasury shares. When Red Oak and its advisors asked for the name of the custodian where these treasury shares were held (so that these shares could be tracked), Digirad's proxy advisors - via email communication sent on April 26, 2013 - informed Red Oak's advisors that "You are restricted to working with the information provided on the lists, so we will not be able to provide that to you." Digirad and its advisors knew that they were voting these treasury shares because they included them as votes on a ballot submitted at the annual meeting – a ballot signed by an authorized signatory of Digirad, we believe likely to be either you as Chairman or the Corporate Secretary (who is also the CFO). It is not an automated process.

Red Oak has also been advised by several significant and several smaller shareholders that prior to the May 3 meeting date and prior to votes being finalized, the Company's proxy advisor, John Grau at Investorcom, provided them with explicit voting information about the preliminary results of the election, including how many shares had been voted for each side to-date and how specific shareholders had voted (and the number of shares they had voted). Red Oak was also advised that you (as Digirad's Chairman) had personally made direct statements to stockholders that the Company "already had over 50% of the vote," "had the vote won," "it's a landslide," and "it's not even close." We believe this is a violation of Rule 14a-9 regarding predictions about the results of an election, noting that it can have the effect of swaying votes. In these instances these comments were made coincident with efforts by the Company's advisor and by you to gain votes from shareholders who informed Red Oak about these attempts. These shareholders are willing to speak on this.

We believe that you and Digirad's proxy advisor were aware that you were not permitted to conduct such communications about non-finalized results, noting that on Monday, April 29, 2013, the Company's CFO Jeffry Keyes emailed Red Oak alleging that "representatives of Red Oak have been making statements to certain institutional investors to the effect that the election is close between Digirad's nominees and Red Oak's nominees. In addition to being contradictory to the current vote results and false and misleading, these statements constitute predictions regarding the results of the solicitation, in clear violation of Rule 14a-9. Red Oak should refrain from these or similar statements to the stockholders for the duration of the solicitation." Mr. Keyes cc'd you personally, thus it seems very likely you were aware that such forms of communication are a violation of 14a-9. Red Oak responded to Mr. Keyes email and cc'd you personally on that same day, stating "Red Oak has not told anyone about the vote counts yet, as they are prelim (we agree with you)." In that same email we informed Mr. Keyes and yourself that we had been informed by several shareholders that you were committing these Rule 14a-9 infractions, and we asked you to stop. Despite our request, later on that same day we received a call from yet another institutional shareholder who

informed us that you had just called them and informed them of the voting results as part of a solicitation effort to gain their voting support (they voted for Red Oak). At 7:03pm on that same day (April 29, 2013), we again emailed Jeffry Keyes and yourself about this and provided you with the name of the institution which had just called us.

Red Oak believes, especially after seeing the inspector of election report, that the company knew or should have known that such statements were materially inaccurate and misleading when made and were likely to influence the votes or efforts of the persons to whom they were made. Because the company was improperly predicting the outcome of the election and including in its vote tally treasury shares it knew it was not entitled to vote, it seems hard to believe such inaccurate statements were made in good faith, noting that such predictions ought not have been made in any instance.

The voting polls have been closed and it appears that incumbents won by a small margin - 40% to 34%. Thus it was a close vote, and not the landslide which we have heard that the Company's advisor and you informed numerous holders about as part of your efforts to sway votes. Based on the parties who communicated the misleading statements to Red Oak and available information about how certain holders were leaning, Red Oak believes the results of the vote could have been different if the communications in question had not been made or if there had been accurate disclosure.

We believe that a fair election has not been held and that you should re-open the election, and we await your response. We are also reviewing our right to challenge the fairness of the election in state court and seek to compel an entirely new meeting.

Lastly, we would like to point out that by improperly voting Digirad's treasury stock, preliminary voting results were artificially inflated in favor of Digirad. Such inflated preliminary results were then improperly disclosed as part of solicitation efforts by you and by your solicitor, Investorcom, in what ended up being a closer vote and not at all what you and Investorcom represented to at least several shareholders. Then, the Company intentionally reported poor earnings results one day *after* the annual meeting. Insiders knew about these results in advance of the annual meeting and had to have known they were poor and would not be viewed favorably by shareholders voting in advance of an important and what was in actuality a closely contested election. Digirad's share price has immediately declined upon the release of these continued poor results under yours and the Board's leadership. We believe that materially more transparency should have been provided given you had the information and it was relevant, and that in combination with the improper voting of treasury stock and the improper reporting of preliminary results as part of solicitation efforts, much of this appears questionable. We would appreciate a response regarding how you believe you have been transparent with shareholders about important information and about how you have overseen fair processes.

Very truly yours,

Red Oak Partners, LLC

By: \_\_\_\_\_  
David Sandberg  
Managing Member

