

Edgar Filing: MCM CAPITAL GROUP INC - Form 4

MCM CAPITAL GROUP INC

Form 4

March 11, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 May, Peter W.
 Triarc Companies, Inc.
 280 Park Avenue
 New York, NY 10017
 USA
2. Issuer Name and Ticker or Trading Symbol
 MCM Capital Group, Inc.
 MCMC
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 February 28, 2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director (X) 10% Owner () Officer (give title below) () Other
 (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)
 (X) Form filed by One Reporting Person
 () Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Stock				15,000
				603,787 (1)
				145,327 (2)
				145,327 (3)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Derivative Acquired (A) or Disposed of (D)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Percentage of Total Ownership
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	Exercisable	Expiration Date	Title and Number of Shares
Common Stock Warrants (right to buy)	\$0.01	(5) (J)	32,326
Series A Senior Cumulative Participating Convertible Preferred Stock	\$0.50	2/22/02 (P)	258,600

Explanation of Responses:

(1) All such shares are held by Madison West Associates Corp. ("Madison West"), a wholly-owned subsidiary of Triarc Companies, Inc. ("Triarc"). Mr. May is an officer, director and significant stockholder of Triarc.

(2) All such shares are held in the Jonathan P. May 1998 Trust ("JPM Trust"), an entity in which Mr. May is a trustee.

(3) All such shares are held in the Leslie A. May 1998 Trust ("LAM Trust"), an entity in which Mr. May is a trustee.

(4) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(5) Represents proportionate share of warrants to purchase an aggregate of 250,000 shares of Common Stock of the Issuer that were granted to CTW Funding, LLC ("CTW") on October 31, 2000, March 13, 2001, March 23, 2001, June 30, 2001 and September 30, 2001 in consideration for CTW extending a secured credit facility to a wholly-owned subsidiary of the Issuer. Madison West, the JPM Trust and the LAM Trust are members of and hold the following respective interests in CTW: 8.729%, 2.1%, and 2.1%. It is expected that CTW will be dissolved within 60 days from the date of this report.

(6) Represents 174,566, 42,017 and 42,017 shares, respectively, of Series A Senior Cumulative Participating Convertible Preferred Stock purchased by Madison West, the JPM Trust and the LAM Trust. Each share of the Preferred Stock is convertible at the option of the holder at any time into shares of the Issuer's Common Stock at a conversion price of \$0.50 per share of Common Stock, subject to customary anti-dilution adjustments.

SIGNATURE OF REPORTING PERSON

Peter W. May

DATE

March 11, 2002