

Edgar Filing: KOGAN ERIC D - Form 4

KOGAN ERIC D
 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
 Kogan, Eric D.
 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 () 10% Owner () Officer (give title below) () Other
 (specify below)
 Chairman of the Board of Directors
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				165,587

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Purchase Price of Underlying Securities Purchase Price
Common Stock Warrant	(\$0.01)	(1)	(J)	3,573	A Immed 10/31	Common Stock 3,573	\$5.5

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right to buy)											
Series A Senior Cumulative Participating Convertible Preferred Stock	\$0.50	2/22/02	(P)	30,600	A	Immed			Common Stock	306,000	\$5.

Explanation of Responses:

(1) 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. The reporting person is a member and holds a 1.4% interest in CTW. It is expected that CTW will be dissolved within 60 days from the date of this report. The reporting person disclaims beneficial ownership of the warrants held by CTW, except to the extent of his 1.4% interest.

(2) 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

ERIC D. KOGAN

DATE

March 11, 2002