

TRI-S SECURITY CORP  
Form SC 13D/A  
October 15, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*  
TRI-S Security Corporation**

(Name of Issuer)  
**Common Stock**

(Title of Class of Securities)  
**895578-10-2**

(CUSIP Number)  
**Taylor H. Wilson  
Haynes and Boone, LLP  
901 Main Street, Suite 3100  
Dallas, Texas 75202  
(214) 651-5615**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)  
**October 10, 2007**

(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.

**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.

\* 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).

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CUSIP No. 895578-10-2

Names of Filing Persons. I.R.S. Identification Nos. of above persons (entities only).

1

**Kaizen Management, L.P.**

Check the Appropriate Box if a Member of a Group (See Instructions)

2

(a)

(b)

SEC Use Only

3

Source of Funds (See Instructions)

4

**WC**

Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

5

Citizenship or Place of Organization

6

**Texas**

Sole Voting Power

7

Number of **353,474**

Shared Voting Power

Shares Beneficially **8**

Owned by **0**

Sole Dispositive Power

Each Reporting **9**  
Person **353,474**

With **10** Shared Dispositive Power  
**0**

**11** Aggregate Amount Beneficially Owned by Each Reporting Person  
**353,474**

**12** Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  
**0**

**13** Percent of Class Represented by Amount in Row (11)  
**9.99%**

**14** Type of Reporting Person (See Instructions)  
**PN**

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CUSIP No. 895578-10-2

Names of Filing Persons. I.R.S. Identification Nos. of above persons (entities only).

1

**Kaizen Capital, L.L.C.**

Check the Appropriate Box if a Member of a Group (See Instructions)

2

(a)

(b)

SEC Use Only

3

Source of Funds (See Instructions)

4

**WC**

Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

5

Citizenship or Place of Organization

6

**Texas**

Sole Voting Power

7

Number of **353,474**

Shared Voting Power

Shares Beneficially **8**

Owned by **0**

Sole Dispositive Power

Each Reporting **9**

Person **353,474**

With Shared Dispositive Power

**10**

**0**

**11**

Aggregate Amount Beneficially Owned by Each Reporting Person

**353,474**

**12**

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

**o**

**13**

Percent of Class Represented by Amount in Row (11)

**9.99%**

**14**

Type of Reporting Person (See Instructions)

**PN**

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CUSIP No. 895578-10-2

Names of Filing Persons. I.R.S. Identification Nos. of above persons (entities only).

1

**Select Contrarian Value Partners, L.P.**

Check the Appropriate Box if a Member of a Group (See Instructions)

2

(a)

(b)

SEC Use Only

3

Source of Funds (See Instructions)

4

**WC**

Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

5

Citizenship or Place of Organization

6

**United States**

Sole Voting Power

7

Number of **353,474**

Shared Voting Power

Shares Beneficially **8**

Owned by **0**

Sole Dispositive Power

Each Reporting **9**

Person **353,474**

With **10** Shared Dispositive Power  
**0**

**11** Aggregate Amount Beneficially Owned by Each Reporting Person  
**353,474**

**12** Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  
**0**

**13** Percent of Class Represented by Amount in Row (11)  
**9.99%**

**14** Type of Reporting Person (See Instructions)  
**PN**

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CUSIP No. 895578-10-2

Names of Filing Persons. I.R.S. Identification Nos. of above persons (entities only).

**1**

**David W. Berry**

Check the Appropriate Box if a Member of a Group (See Instructions)

**2**

(a)

(b)

SEC Use Only

**3**

Source of Funds (See Instructions)

**4**

**WC**

Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**5**

Citizenship or Place of Organization

**6**

**Texas**

Sole Voting Power

**7**

Number of **353,474**

Shared Voting Power

**8**

Beneficially

Owned by **0**

Sole Dispositive Power

**9**

Each  
Reporting  
Person

**353,474**

With Shared Dispositive Power

**10**

**0**

**11**

Aggregate Amount Beneficially Owned by Each Reporting Person

**353,474**

**12**

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

**o**

**13**

Percent of Class Represented by Amount in Row (11)

**9.99%**

**14**

Type of Reporting Person (See Instructions)

**IN**

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This Amendment No. 2 to Schedule 13D is filed by and on behalf of Kaizen Management, Kaizen Capital, SCVP and Berry to amend and supplement the Schedule 13D relating to shares of common stock, par value \$0.001 per share, of the Issuer, filed by the Filing Persons with the Securities and Exchange Commission (the Commission) on December 4, 2006, as amended by Amendment No. 1 to Schedule 13D filed with the Commission on May 9, 2007 (as amended, the Schedule 13D). Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Schedule 13D. Except as otherwise provided herein, all Items of the Schedule 13D remain unchanged.

**Item 1. Security and Issuer.**

Unchanged

**Item 2. Identity and Background.**

Unchanged

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

Item 3 is hereby amended in its entirety to read as follows:

On October 14, 2005, the reporting persons also acquired a 10% Callable, Convertible Promissory Note in the amount of \$1,500,000 (the Note) and a Warrant to purchase 156,250 shares of Common Stock (the Warrant). The Filing Persons used working capital to purchase the Note and Warrant for an aggregate purchase price of \$1,500,000. The Note and the Warrant are described in more detail in Item 6. The Filing Persons own no shares of Common Stock directly.

**Item 4. Purpose of the Transaction.**

Unchanged

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

(a) The Filing Persons may be deemed to beneficially own an aggregate of 353,474 shares of Common Stock, representing approximately 9.99% of the outstanding shares of Common Stock (based upon 3,538,280 shares of Common Stock outstanding as of August 9, 2007, according to information contained in the Issuer's Current Report on Form 10-Q filed with the Securities and Exchange Commission on August 14, 2007).

(b)	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power
Kaizen Management, L.P.	353,474	0	353,474	0
Kaizen Capital, L.L.C.	353,474	0	353,474	0
Select Contrarian Value Partners, L.P.	353,474	0	353,474	0
David W. Berry	353,474	0	353,474	0

(1) Because of the relationships described herein, Kaizen Management, Kaizen Capital and Mr. Berry may be deemed to be the indirect beneficial owners of the shares of Common Stock held by SCVP. Kaizen

Management,  
Kaizen Capital  
and Mr. Berry  
expressly  
disclaim  
beneficial  
ownership of  
the shares of  
Common Stock  
held by SCVP,  
except to the  
extent of their  
pecuniary  
interest therein.

(c) Item 5(c) hereby amended in its entirety to read as follows:

Except as otherwise described below, no transactions in the Common Stock have been effected by the Filing Persons during the past sixty days.

During the last sixty days, the Filing Persons effected the following sales of shares of Common Stock in open market transactions:

<b>Trade Date</b>	<b>Quantity</b>	<b>Unit Price</b>	<b>Filing Person</b>
09/24/07	410	\$2.1768	Select Contrarian Value Partners, L.P.
09/25/07	1,186	\$2.2200	Select Contrarian Value Partners, L.P.
09/26/07	900	\$2.2666	Select Contrarian Value Partners, L.P.
10/02/07	5,700	\$2.2207	Select Contrarian Value Partners, L.P.
10/03/07	9,501	\$2.2467	Select Contrarian Value Partners, L.P.
10/03/07	701	\$2.2467	Select Contrarian Value Partners, L.P.
10/03/07	199	\$2.2467	Select Contrarian Value Partners, L.P.
10/03/07	1,000	\$2.2467	Select Contrarian Value Partners, L.P.
10/03/07	2,000	\$2.2467	Select Contrarian Value Partners, L.P.
10/03/07	500	\$2.2467	Select Contrarian Value Partners, L.P.
10/03/07	799	\$2.2467	Select Contrarian Value Partners, L.P.
10/04/07	419	\$2.2084	Select Contrarian Value Partners, L.P.
10/05/07	3,782	\$2.2200	Select Contrarian Value Partners, L.P.

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<b>Trade Date</b>	<b>Quantity</b>	<b>Unit Price</b>	<b>Filing Person</b>
10/05/07	1,218	\$2.2200	Select Contrarian Value Partners, L.P.
10/08/07	2,180	\$2.2237	Select Contrarian Value Partners, L.P.
10/09/07	2,000	\$2.2200	Select Contrarian Value Partners, L.P.
10/10/07	8,611	\$2.2295	Select Contrarian Value Partners, L.P.

(d) Unchanged

(e) Unchanged

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

Unchanged

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

Unchanged

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**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: October 15, 2007

**KAIZEN MANAGEMENT, L.P.**

By: Kaizen Capital, L.L.C., its general partner

By: /s/ David W. Berry

David W. Berry  
Manager

**KAIZEN CAPITAL, L.L.C.**

By: /s/ David W. Berry

David W. Berry  
Manager

**SELECT CONTRARIAN VALUE PARTNERS, L.P.**

By: Kaizen Management, L.P., its general partner

By: Kaizen Capital, L.L.C., its general partner

By: /s/ David W. Berry

David W. Berry  
Manager

/s/ David W. Berry

David W. Berry