

HARTMAN ROBERT D
Form SC 13G/A
February 14, 2005

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| OMB APPROVAL |
| OMB Number: 3235-0145 |
| Expires: December 31, 2005 |
| Estimated average burden hours per response...11 |

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

SCHEDULE 13G

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

UNIVERSAL TECHNICAL INSTITUTE, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

913915 10 4

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

*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 the disclosures provided in a prior cover page.

The information required in 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 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).

CUSIP No. 913915 10 4

1. Name of Reporting Person: ROBERT D. HARTMAN I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group:
(a)
(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
UNITED STATES OF AMERICA

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
783,107

6. Shared Voting Power:
1,416,098 ¹

7. Sole Dispositive Power:
783,107

8. Shared Dispositive Power:
1,416,098 ¹

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
2,199,205

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):

See Item 4.

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11. Percent of Class Represented by Amount in Row (9):
7.9%²
-

12. Type of Reporting Person (See Instructions):
IN
-

¹ Includes (i) 1,054,520 shares of common stock, \$0.0001 par value per share (Common Stock) held by The Robert and Janice Hartman Family Trust, of which Robert D. Hartman is a trustee; (ii) 1,219,078 shares of Common Stock held by the Robert D. Hartman and Janice W. Hartman Family Trust, of which Robert D. Hartman is a trustee; and (iii) 142,500 shares of Common Stock of Universal Technical Institute, Inc. (UTI) held by the Robert D. Hartman and Janice W. Hartman 1998 Charitable Remainder UniTrust, of which Robert D. Hartman and Janice W. Hartman are co-trustees.

² Based on 27,841,746 shares outstanding as of December 30, 2004.

CUSIP No. 913915 10 4

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
JANICE W. HARTMAN

2. Check the Appropriate Box if a Member of a Group:
(a)
(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
UNITED STATES OF AMERICA

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
0

6. Shared Voting Power:
1,416,098 ³

7. Sole Dispositive Power:
0

8. Shared Dispositive Power:
1,416,098 ³

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):

See Item 4.

11.

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Percent of Class Represented by Amount in Row (9):
5.1%⁴

12. Type of Reporting Person (See Instructions):
IN

³ Includes (i) 1,054,520 shares of common stock, \$0.0001 par value per share (Common Stock) held by The Robert and Janice Hartman Family Trust, of which Robert D. Hartman is a trustee; (ii) 1,219,078 shares of Common Stock held by the Robert D. Hartman and Janice W. Hartman Family Trust, of which Robert D. Hartman is a trustee; and (iii) 142,500 shares of Common Stock of Universal Technical Institute, Inc. (UTI) held by the Robert D. Hartman and Janice W. Hartman 1998 Charitable Remainder UniTrust, of which Robert D. Hartman and Janice W. Hartman are co-trustees.

⁴ Based on 27,841,746 shares outstanding as of December 30, 2004.

Item 1.

(a) Name of Issuer:

Universal Technical Institute, Inc. (UTI)

(b) Address of Issuer's Principal Executive Offices:

UTI's principal executive offices are located at 20410 North 19th Avenue, Suite 200, Phoenix, Arizona 85027

Item 2.

(a) Name of Person Filing:

Robert D. Hartman

Janice W. Hartman

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons. A Joint Filing Agreement of the Reporting Persons is filed as Exhibit A to this report on Schedule 13G.

(b) Address of Principal Business Office or, if none, Residence:

The address of the Reporting Persons is: c/o Universal Technical Institute, 20410 North 19th Avenue, Suite 200, Phoenix, Arizona 85027

(c) Citizenship:

United States of America

(d) Title of Class of Securities:

Common Stock, par value \$0.0001 per share (the Common Stock)

(e) CUSIP Number:

913915 10 4

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Not applicable.

Item 4A. Ownership.

The following sets forth information with respect to the beneficial ownership of the Common Stock beneficially owned by Robert D. Hartman. The percentage of the Common Stock beneficially owned by the Reporting Person is based on 27,841,746 shares of Common Stock outstanding as of December 31, 2004.

- (a) Amount beneficially owned: 2,199,205.

The shares beneficially owned by Robert D. Hartman are comprised of (i) 142,500 shares of Common Stock of UTI held by the Robert D. Hartman and Janice W. Hartman 1998 Charitable Remainder UniTrust, of which Robert D. Hartman and Janice W. Hartman are co-trustees; (ii) 1,054,520 shares of Common Stock held by The Robert Harman and Janice Hartman Family Trust, of which Robert D. Hartman is a trustee; and (iii) 757,472 shares of Common Stock held by Hartman Investments Limited Partnership, of which Robert D. Harman is the general partner.

- (b) Percent of class: 7.9%.

- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 783,107.
- (ii) Shared power to vote or to direct the vote: 1,416,098.
- (iii) Sole power to dispose or to direct the disposition of: 783,107.
- (iv) Shared power to dispose or to direct the disposition of: 1,416,098.

Item 4B. Ownership.

The following sets forth information with respect to the beneficial ownership of the Common Stock beneficially owned by Janice W. Hartman. The percentage of the Common Stock beneficially owned by the Reporting Person is based on 27,841,746 shares of Common Stock outstanding as of December 31, 2004.

- (a) Amount beneficially owned: 1,416,098.

The shares beneficially owned by Janice W. Hartman are comprised of (i) 142,500 shares of Common Stock of UTI held by the Robert D. Hartman and Janice W. Hartman 1998 Charitable Remainder UniTrust, of which Robert D. Hartman and Janice W. Hartman are co-trustees; and (ii) 1,054,520 shares of Common Stock held by The Robert Harman and Janice Hartman Family Trust, of which Robert D. Hartman is a trustee.

- (b) Percent of class: 5.1%.

- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 0.
- (ii) Shared power to vote or to direct the vote: 1,416,098.

(iii) Sole power to dispose or to direct the disposition of: 0.

(iv) Shared power to dispose or to direct the disposition of: 1,416,098.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

If any 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, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

If a parent holding company or Control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

Not applicable.

Item 8. Identification and Classification of Members of the Group

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

Not applicable.

Item 9. Notice of Dissolution of Group

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

Not applicable.

Item 10. Certification

(a) The following certification shall be included if the statement is filed pursuant to §240.13d-1(b):
Not applicable.

(b) The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):
Not applicable.

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.

Dated: February 14, 2005.

Robert D. Hartman

Janice W. Hartman

The original statement shall be signed by each person on whose behalf the statement is filed or his or her authorized representative. If the statement is signed on behalf of a person by his or her authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his or her signature.

EXHIBIT A

JOINT FILING AGREEMENT

Each of the undersigned hereby agrees:

1. Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
2. Each of them is responsible for the timely filing of such Schedule 13G and any further amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated: February 14, 2005

Robert D. Hartman

Dated: February 14, 2005

Janice W. Hartman