

Edgar Filing: WINMARK CORP - Form SC 13D/A

WINMARK CORP
Form SC 13D/A
October 15, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

Winmark Corporation

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

908315

(CUSIP Number)

John L. Morgan
Winmark Corporation
4200 Dahlberg Drive, Suite 100
Minneapolis, Minnesota 55422
(763) 520-8500

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

October 7, 2002

(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 which 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(b) 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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SCHEDULE 13D

 CUSIP No. 908315

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
 (ENTITIES ONLY)

John L. Morgan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [X]
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mr. Morgan is a citizen of the United States

| | | |
|--|----|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 766,000 (includes 140,000 shares purchasable upon exercise of options) |
| | 8 | SHARED VOTING POWER |
| | | 437,000 |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 766,000 (includes 140,000 shares purchasable upon exercise of options) |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 437,000 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,203,000 (includes 140,000 shares purchasable upon exercise of warrants and options)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES (SEE INSTRUCTIONS) [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

20.5%

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14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

SCHEDULE 13D

CUSIP No. 908315

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Rush River Group LLC, a Minnesota limited liability company;
FEIN: 41-1920090

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b)

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)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Rush River Group LLC is a Minnesota limited liability company

| | | | |
|---|----|--------------------------|---------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER | 420,000 |
| | 8 | SHARED VOTING POWER | 0 |
| | 9 | SOLE DISPOSITIVE POWER | 420,000 |
| | 10 | SHARED DISPOSITIVE POWER | 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

420,000

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

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SHARES (SEE INSTRUCTIONS)

[X]

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 7.4

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
 OO

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 CUSIP No. 908315

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
 (ENTITIES ONLY)

Kirk A. MacKenzie

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [X]
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mr. MacKenzie is a citizen of the United States

 NUMBER OF 7 SOLE VOTING POWER
 SHARES
 BENEFICIALLY 180,000 (includes 10,000 shares purchasable upon
 OWNED BY exercise of options)
 EACH

 REPORTING 8 SHARED VOTING POWER
 PERSON 420,000
 WITH

 9 SOLE DISPOSITIVE POWER
 180,000 (includes 10,000 shares purchasable upon
 exercise of options)

10 SHARED DISPOSITIVE POWER

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420,000

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 600,000 (includes 10,000 shares purchasable upon exercise of
 warrants and options)

 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN [X]
 SHARES (SEE INSTRUCTIONS)

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 10.5%

 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
 IN

SCHEDULE 13D

 CUSIP No. 908315

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 1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
 (ENTITIES ONLY)
 Jack A. Norqual

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [X]
 (b) []

 3 SEC USE ONLY

 4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
 PF

 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO []
 ITEMS 2(d) or 2(e)

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Mr. Norqual is a citizen of the United States

| | | |
|--------------|---------|------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | |
| BENEFICIALLY | 119,300 | |
| OWNED BY | ----- | |
| EACH | 8 | SHARED VOTING POWER |
| REPORTING | | |
| PERSON | 420,000 | |
| WITH | ----- | |
| | 9 | SOLE DISPOSITIVE POWER |

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| | | |
|----|--|-----|
| | 119,300 | |
| | ----- | |
| 10 | SHARED DISPOSITIVE POWER | |
| | 420,000 | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 539,300 | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) | [X] |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 9.4% | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) | |
| | IN | |
| | ----- | |

Item 1. Security and Issuer.

This Schedule 13D (the "Statement") relates to the Common Stock, no par value per share (the "Common Stock"), of Winmark Corporation, a Minnesota corporation (the "Company"). The principal executive office of the Company is located at 4200 Dahlberg Drive, Suite 100, Minneapolis, MN 55422-4837.

Item 2. Identity and Background.

No change.

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

From September 15, 2001 through October 7, 2002, John L. Morgan acquired 50,836 shares in the open market using personal funds in the total amount of approximately \$224,950. Options for an additional 120,000 shares vested on March 22, 2002. Mr. Morgan exercised options for 50,000 shares on July 29, 2002 using personal funds of \$250,000. Mr. Morgan also exercised options for 50,000 shares on August 2, 2002 using personal funds of \$250,000.

On May 3, 2002 options for 5,000 shares vested in Kirk A. MacKenzie's name.

From September 15, 2001 through October 7, 2002, Jack A. Norqual acquired 49,300 shares using personal funds in the total amount of approximately \$479,601.

Item 4. Purpose of Transaction.

John L. Morgan, Kirk A. MacKenzie and Jack A. Norqual acquired shares of Common Stock that are the subject of this Schedule 13D/A for investment

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purposes and options to purchase shares of Common Stock have vested. The Reporting Persons may, individually or collectively, increase their investments in the Company through the acquisition of additional shares of Common Stock in the open market or otherwise, subject to availability at prices deemed favorable by them. Alternatively, they may decide to sell any or all of the shares of Common Stock beneficially owned by them in the open market or otherwise. The foregoing represents the range of activities presently contemplated by the Reporting Persons. Their plans, proposals and activities are subject to change at any time depending on, among other things, the actions of the Company's Board of Directors, the Company's performance and conditions in the public securities markets.

Except as set forth above, none of the Reporting Persons has any present plans or intentions that would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) Set forth below are the shares of Common Stock of the Company beneficially owned by each of the Reporting Persons and the percentage of the total outstanding shares as of the date of this filing. The foregoing percentage is based upon 5,717,197 shares of Common Stock outstanding

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on August 5, 2002, as set forth in the Company's Quarterly Report on Form 10-Q for the quarter ended June 29, 2002.

| Reporting Person | No. Shares Owned | Percentage of Total Shares Outstanding |
|----------------------|-----------------------|---|
| ----- | ----- | ----- |
| John L. Morgan | 1,203,000 (1) (2) (3) | 20.5% |
| Rush River Group LLC | 420,000 | 7.4% |
| Kirk A. MacKenzie | 600,000 (1) (4) | 10.5% |
| Jack A. Norqual | 539,300 (1) | 9.4% |

-
- (1) Includes beneficial ownership of shares held by Rush River Group LLC.
 - (2) Includes 17,000 shares held by Sheila Morgan, his wife, for which he disclaims beneficial ownership.
 - (3) Includes 140,000 shares purchasable upon exercise of options.
 - (4) Includes 10,000 shares purchasable upon exercise of options.

(b) With the exception of 17,000 shares held by Sheila Morgan, his wife, Mr. Morgan has the sole power to vote and dispose of the shares of Common Stock which he beneficially owns. Mr. Morgan also has shared voting and dispositive power, together with Messrs. MacKenzie and Norqual, over the shares of the Company beneficially owned by Rush River, due to their respective positions as members of the LLC. Rush River holds 420,000 shares of record and shares voting and dispositive power to vote or dispose of such shares with each of the other Reporting Persons. Each of Messrs. Morgan, MacKenzie and Norqual disclaim any beneficial ownership of the shares held by the other persons, any individually or in their respective capacities as members of Rush River. Mr. Morgan disclaims beneficial ownership with respect to the 17,000 shares held by Sheila Morgan, his wife.

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(c) Mr. MacKenzie beneficially owns vested options to acquire 10,000 shares of Common Stock.

From September 15, 2001 through October 7, 2002, Mr. Norqual acquired 49,300 shares.

| Trade Date | No. of Shares | Purchase Price Per Share |
|------------|---------------|-----------------------------|
| ----- | ----- | ----- |
| 2/28/02 | 1,000 | 10.275 |
| 3/11/02 | 1,000 | 10.05 |
| 3/12/02 | 500 | 9.80 |
| 3/12/02 | 3,500 | 9.95 |
| 3/19/02 | 200 | 9.872 |
| 3/19/02 | 1,000 | 9.78 |
| 3/19/02 | 1,800 | 9.89 |
| 3/21/02 | 800 | 9.80 |
| 3/25/02 | 5,000 | 9.55 |
| 3/26/02 | 700 | 9.05 |

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| | | |
|---------|-------|-------|
| 3/26/02 | 1,000 | 9.50 |
| 3/27/02 | 1,200 | 9.57 |
| 3/27/02 | 300 | 9.47 |
| 3/27/02 | 700 | 9.50 |
| 3/27/02 | 800 | 9.60 |
| 3/27/02 | 1,300 | 9.75 |
| 3/4/02 | 1,000 | 10.35 |
| 4/2/02 | 1,000 | 9.70 |
| 4/2/02 | 7,000 | 9.60 |
| 4/3/02 | 2,000 | 9.60 |
| 8/2/02 | 1,100 | 9.60 |
| 8/2/02 | 1,900 | 9.50 |
| 8/2/02 | 2,000 | 9.49 |
| 8/2/02 | 2,000 | 9.80 |
| 8/2/02 | 3,000 | 9.50 |
| 9/16/02 | 2,000 | 10.05 |
| 9/19/02 | 4,500 | 10.00 |
| 9/20/02 | 500 | 10.00 |
| 10/7/02 | 500 | 10.00 |

On March 22, 2002, John L. Morgan held vested options to acquire 140,000 shares of Common Stock. He exercised options for 50,000 shares of Common Stock on July 29, 2002 and 50,000 shares of Common Stock on August 2, 2002, for a total of 100,000 shares of Common Stock. Mr. Morgan made the following open market purchases since the most recent filing on Schedule 13D/A:

| Trade Date | No. of Shares | Purchase Price Per Share |
|------------|---------------|-----------------------------|
| ----- | ----- | ----- |
| 11/15/01 | 4,900 | 9.10 |
| 11/19/01 | 12,600 | 9.10 |
| 11/27/01 | 700 | 9.10 |
| 11/28/01 | 1,000 | 9.15 |
| 11/28/01 | 1,000 | 9.20 |
| 2/22/02 | 4,000 | 10.10 |
| 3/7/02 | 2,000 | 10.20 |

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| | | |
|---------|-------|-------|
| 3/8/02 | 3,236 | 10.05 |
| 3/27/02 | 3,500 | 9.80 |
| 5/20/02 | 2,000 | 11.83 |
| 5/21/02 | 1,500 | 11.86 |
| 5/22/02 | 3,000 | 11.84 |
| 8/1/02 | 1,000 | 9.90 |
| 8/2/02 | 1,500 | 9.49 |
| 8/6/02 | 1,300 | 9.50 |

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| | | |
|---------|-------|-------|
| 8/6/02 | 200 | 9.79 |
| 8/13/02 | 2,600 | 10.00 |
| 8/20/02 | 2,800 | 10.00 |

Other than as described above, the Reporting Persons have not effected any transactions in the securities of the Company since the most recent filing on Schedule 13D/A.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect

to Securities of the Issuer.

No change.

Item 7. Material to be Filed as Exhibits.

None.

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: October 14, 2002

/s/ John L. Morgan

John L. Morgan, individually

Rush River Group LLC

By: /s/ John L Morgan

John L. Morgan
Its: Member

/s/ Kirk A. MacKenzie

Kirk A. MacKenzie, individually

/s/ Jack A. Norqual

Jack A. Norqual, individually