

Edgar Filing: Dunn George P - Form SC 13D

Dunn George P  
Form SC 13D  
January 11, 2006

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO \_\_\_\_\_) \*

OMNI U.S.A., INC.

-----  
(Name of Issuer)

Common Stock, \$.004995 Par Value Per Share

-----  
(Title of Class of Securities)

-----  
(CUSIP Number)

Brendan Technologies Inc.  
Research Center Plaza  
2236 Rutherford Road, Suite 107  
Carlsbad, California 92008

(760) 929-7500

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

January 2, 2006

-----  
(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(b)(3) or (4), check the following box .

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) 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 the 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, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act.

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CUSIP No.

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1 NAME OF REPORTING PERSON  
George P. Dunn  
I.R.S. IDENTIFICATION NOS OF ABOVE PERSON  
[INSERT SOCIAL]

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

|  |    |                                     |
|--|----|-------------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON | 7  | SOLE VOTING POWER<br>4,730,589      |
|  | 8  | SHARED VOTING POWER<br>0            |
|  | 9  | SOLE DISPOSITIVE POWER<br>4,730,589 |
|  | 10 | SHARED DISPOSITIVE POWER<br>0       |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,730,589

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
[-]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
18.1%

14 TYPE OF REPORTING PERSON  
CO

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ITEM 1.

SECURITY AND ISSUER

This statement on Schedule 13D relates to 4,730,589 shares of common

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stock of Omni U.S.A., Inc., a Nevada corporation (the "Issuer"). The principal executive office of the Issuer is located 2236 Rutherford Road, Suite 107, Carlsbad, California.

### ITEM 2. IDENTITY AND BACKGROUND

(a) - (c) This statement on Schedule 13D is filed by George P. Dunn ("Reporting Person"). The Reporting Person's business address is located 2236 Rutherford Road, Suite 107, Carlsbad, California. The Reporting Person is the Chief Operating Officer of both Brendan Technologies, Inc. and the Issuer.

(d) and (e) During the past five years, the Reporting Person has not (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of or prohibiting or mandating activity subject to federal or state securities laws or finding any violation with respect to such laws.

(f) The Reporting Person is a citizen of the United States.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The Reporting Person received his shares as the result of a merger. On December 29, 2005, the Issuer and its wholly-owned subsidiary Omni Merger Sub, Inc., a Michigan corporation ("Merger Sub"), Jeffrey Daniel and Edward Daniel entered into an Agreement and Plan of Merger (the "Merger Agreement") with Brendan Technologies, Inc., a Michigan corporation ("Brendan"), pursuant to which Merger Sub was merged with and into Brendan and Brendan became the surviving corporation in the merger and a wholly-owned subsidiary of Omni (the "Merger"). Brendan continued its corporate existence under the laws of the State of Michigan. Concurrently with the Merger, 4,754,709 shares of Brendan common stock outstanding immediately before the Merger were converted into 19,018,836 shares of Omni common stock, a four for one ratio.

### ITEM 4. PURPOSE OF TRANSACTION.

The Reporting Person acquired the shares of common stock for investment purposes pursuant to the Merger Agreement as described in Item 3 hereof.

The Reporting Person intends to review on a continuing basis its investment in the Issuer and may, depending upon the evaluation of his financial planning, upon the Issuer's business and prospects and upon future developments in general business, economic and market conditions, determine to increase, decrease or continue to hold or dispose of the position in the Issuer.

Except as set forth in the previous paragraphs, the Reporting Person has no plans or proposals that relate to or would result in: (a) the acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation or any of its subsidiaries; (c) any change in the present Board of Directors or management of the Issuer; (d) any material change in the present capitalization or dividend policy of the Issuer; (e) any other material change in the Issuer, involving the Issuer or any of its subsidiaries; (f) a sale or transfer of a material amount of assets of the Issuer's business or corporate structure; (g) changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (h) causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of

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the Issuer becoming eligible for termination of registration pursuant to Section 12(g) (4) of the Exchange Act; or (j) any action similar to any of those enumerated in (a)-(i) above.

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### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) The table below sets forth the aggregate number of shares and percentage of the Company's outstanding shares beneficially owned by the Reporting Person.

| Reporting Person | Number of Shares | Percentage of Total | Citizenship |
|------------------|------------------|---------------------|-------------|
| George P. Dunn   | 4,730,589        | 18.1%               | USA         |

(b) The Reporting Person holds the sole power to vote and to dispose or direct the disposition of his shares of Common Stock.

(c) The Reporting Person has effected any transaction in the common stock during the past 60 days, except as disclosed herein.

(d) Not applicable.

(e) Not applicable.

### ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Other than as described in Item 4 above, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

### ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

| EXHIBIT NO. | DESCRIPTION  |
|-------------|--|
| -----       | -----  |
| 1.1         | Agreement and Plan of Merger among Omni U.S.A., Inc., Omni Merger Sub, Inc., Edward Daniel, Jeffrey Daniel and Brendan Technologies, Inc. dated as of December 29, 2005, incorporated by reference to the Form 8-K1 File No. 000-17493; filed January 5, 2006. |

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information named in this statement is true, complete and correct.

Date: January 10, 2006

/s/ George P. Dunn

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George P. Dunn