

ROSEMARY STREET PRODUCTIONS LLC
Form SC 13D/A
October 25, 2001

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS TO BE FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 3)*

FIRST LOOK MEDIA, INC.
(f/k/a OVERSEAS FILMGROUP, INC.)

(Name of Issuer)

Common Stock, par value \$.001 per share

(Title of Class of Securities)

320737 10 9

(CUSIP Number)

Christopher J. Cooney
Rosemary Street Productions, LLC
222 East 44th Street
New York, New York 10017
Telephone: (212) 867-4030

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

October 15, 2001

(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: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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*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 that 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 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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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Rosemary Street Productions, LLC

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)

NOT APPLICABLE - See Item 3

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|--|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| | | 7,830,430 Shares |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER |
| | | -0- |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 7,830,430 Shares |
| | 10 | SHARED DISPOSITIVE POWER |

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OWNED BY EACH REPORTING PERSON WITH 7,830,430 Shares

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

7,830,430 Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,830,430 Shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS) |_

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
59.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Jeffrey Cooney

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)
NOT APPLICABLE - See Item 3

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER

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| | | |
|--|---|--------------------------|
| | | -0- |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER |
| | | 7,830,430 Shares |
| | 9 | SOLE DISPOSITIVE POWER |
| | | -0- |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 7,830,430 Shares |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 7,830,430 Shares | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) | |
| | _ | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 59.2% | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) | |
| | IN | |

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. Securities and Issuer

The class of equity securities to which this statement relates is the common stock, par value \$.001 per share ("Common Stock"), of First Look Media, Inc. ("Issuer"), a Delaware corporation, whose principal executive offices are located at 8800 Sunset Boulevard, Third Floor, Los Angeles, California 90069.

The percentage of beneficial ownership reflected in this Amendment No. 3 to Schedule 13D ("Amendment") is based upon 11,613,848 shares of Common Stock outstanding on October 16, 2001.

Item 2. Identity and Background

This Amendment is being filed on behalf of Rosemary Street Productions, LLC ("Rosemary Street"), Christopher J. Cooney ("C. Cooney") and Jeffrey Cooney ("J. Cooney"). Rosemary Street, C. Cooney and J. Cooney are collectively referred to as the "Reporting Persons."

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Rosemary Street's business address is 222 East 44th Street, New York, New York 10017. Rosemary Street is an entertainment holding company. C. Cooney is one of the two designated managers and the President of Rosemary Street. J. Cooney is one of the two designated managers and the Creative Director for Rosemary Street. C. Cooney and J. Cooney are the only officers of Rosemary Street. Each of C. Cooney's and J. Cooney's business addresses is the same as that of Rosemary Street. C. Cooney and J. Cooney are brothers.

Rosemary Street is a limited liability company organized and existing under the laws of the State of Delaware. C. Cooney and J. Cooney are citizens of the United States.

C. Cooney and J. Cooney are both officers and directors of the Issuer. Pursuant to written employment agreements, both dated as of June 20, 2000, C. Cooney is employed as the Co-Chairman of the Board and Chief Executive Officer of the Issuer and J. Cooney is employed as the Executive Vice President - Creative Affairs of the Issuer. While C. Cooney's employment agreement expired on June 20, 2001, he is still employed by the Issuer and is negotiating an extension of his employment agreement.

None of the Reporting Persons has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) during the last five years.

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None of the Reporting Persons has been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction resulting in any judgment, decree or final order enjoining it from engaging in future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws during the last five years.

Item 3. Source and Amount of Funds or Other Consideration

Pursuant to a securities purchase agreement dated May 3, 2000 between the Issuer and Rosemary Street ("Purchase Agreement"), Rosemary Street purchased from the Issuer 904,971 shares of the Issuer's Series A Preferred Stock ("Preferred Stock"), each share of which automatically converted into two shares of Common Stock on October 15, 2001. As of October 16, 2001, Rosemary Street's ownership interest in the Issuer was 59.2%.

C. Cooney and J. Cooney did not acquire or dispose of any securities of the Issuer and are only being reported in this Amendment for their beneficial ownership in Rosemary Street's interest.

Item 4. Purpose of Transactions

Pursuant to the terms of the Certificate of Designations, Preferences and Rights of Series A Preferred Stock of First Look Media, Inc. ("Certificate"), each share of outstanding Preferred Stock automatically converted into two shares of Common Stock on October 15, 2001. The Reporting Persons may undertake one or more of the actions set forth below.

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(a) Each of the Reporting Persons may acquire additional securities from time to time in the public market or in private transactions. Rosemary Street owns warrants, exercisable until June 19, 2005, to purchase up to 1,613,810 shares of the Issuer's Common Stock at an exercise price of \$3.40 per share ("Warrants"). Rosemary Street acquired both the Preferred Stock and Warrants pursuant to the Purchase Agreement.

None of the Reporting Persons has any agreements to acquire any additional Common Stock at this time.

(b) The Reporting Persons and the directors of the Issuer designated by the Reporting Persons may cause the Issuer to pursue a business objective of identifying one or more operating businesses for acquisition and completing one or more mergers or other business combinations with such business or businesses. The Reporting Persons have not identified at this time any business for acquisition and have no agreements or arrangements for a merger or other business combination.

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(c) The Reporting Persons and the directors of the Issuer designated by the Reporting Persons may cause the Issuer to engage in a private offering of its securities for the purpose of raising additional working capital.

(d) Pursuant to the Purchase Agreement, three individuals serving as directors of the Issuer resigned, the Issuer's board of directors was increased from seven members to nine members, and five individuals were appointed to fill the vacancies created by the resignations and the expansion of the board. C. Cooney and J. Cooney were among the five individuals that were appointed to fill the vacancies on the Issuer's board. In addition, on the same date, the Reporting Persons entered into a voting agreement ("Voting Agreement") with the Issuer, Ellen Dinerman Little, Robert B. Little (together with Ellen Little, referred to as the "Littles") and MRCo. The Voting Agreement provides that: (i) so long as Robert Little is employed as President of the Issuer or the Littles own no less than 5% of the Issuer's issued and outstanding voting securities, Rosemary Street will nominate and vote for Mr. Little to serve as a member of the Issuer's board of directors; (ii) so long as C. Cooney and J. Cooney own, in the aggregate, directly or indirectly, no less than 5% of the Issuer's issued and outstanding voting securities, the Littles and Rosemary Street will vote for C. Cooney and J. Cooney to serve as members of the Issuer's board of directors; and (iii) so long as MRCo. owns no less than 5% of the Issuer's issued and outstanding voting securities, the Littles and Rosemary Street will vote for Joseph Linehan to serve as a member of the Issuer's board of directors. The Voting Agreement further provides that if the size of the Issuer's board of directors is increased from nine members to eleven members prior to June 20, 2002, Rosemary Street has the right to nominate for election or appoint as directors the two persons to fill the vacancies created by the increase. The Littles have agreed to vote all of their voting securities of the Issuer for the election of Rosemary Street's two nominees in this situation.

The Voting Agreement provides that if Rosemary Street transfers any shares to its members, such members will be subject to the terms of the Voting

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Agreement and will be treated as if they were Rosemary Street. Accordingly, transferees will have all of the same rights and obligations that Rosemary Street has under the Voting Agreement, including, but not limited to, the right to nominate or appoint directors of the Issuer.

As directors of the Issuer, C. Cooney and J. Cooney are involved in making material business decisions regarding the Issuer's policies and practices. Notwithstanding the foregoing, except as discussed above and in the ordinary course as a director of the Issuer, the Reporting Persons do not have any plans or proposals to effect any material change in the present capitalization or dividend policy of the Issuer, cause any other material change in the Issuer's business or corporate structure, cause any changes in the Issuer's charter or bylaws or other actions that may impede the acquisition of

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control of the Issuer by any person, cause a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted on an inter-dealer quotation system of a registered national securities association, cause a class of equity securities of the Issuer to become eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, or take any other action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer

(a) - (b) Rosemary Street is the beneficial owner of 7,830,430 shares of Common Stock of the Issuer. This amount includes 6,216,620 shares of Common Stock and 1,613,810 shares of Common Stock issuable upon exercise of the Warrants. Rosemary Street has sole voting and dispositive power over such shares. Rosemary Street beneficially owns 59.2% of the Issuer's outstanding shares of Common Stock.

C. Cooney does not directly own any shares of Common Stock of the Issuer. C. Cooney has shared voting and dispositive power over 7,830,430 shares of Common Stock because he is one of the two designated managers and one of the two officers of Rosemary Street. Therefore, C. Cooney beneficially owns 59.2% of the Issuer's outstanding shares of Common Stock. As an officer and director of the Issuer, C. Cooney in the future may be issued options to purchase additional shares of Common Stock under the Issuer's 1996 Basic Stock Option and Stock Appreciation Rights Plan.

J. Cooney does not directly own any shares of Common Stock of the Issuer. J. Cooney has shared voting and dispositive power over 7,830,430 shares of Common Stock because he is one of the two designated managers and one of the two officers of Rosemary Street. Therefore, J. Cooney beneficially owns 59.2% of the Issuer's outstanding shares of Common Stock. As an officer and director of the Issuer, J. Cooney in the future may be issued options to purchase additional shares of Common Stock under the Issuer's 1996 Basic Stock Option and Stock Appreciation Rights Plan.

(c) On May 3, 2000, Rosemary Street entered into the Purchase Agreement with the Issuer whereby Rosemary Street purchased 904,971 shares of the Issuer's Preferred Stock. Pursuant to the terms of the Certificate, on October 15, 2001, each share of the Preferred Stock automatically converted into two shares of

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Common Stock.

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

No change.

Item 7. Material to be Filed as Exhibits

No change.

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 25, 2001

ROSEMARY STREET PRODUCTIONS, LLC

By: /s/ Christopher J. Cooney

Name: Christopher J. Cooney
Title: President

/s/ Christopher J. Cooney

Christopher J. Cooney

/s/ Jeffrey Cooney

Jeffrey Cooney