

UNIVERSAL TECHNICAL INSTITUTE INC
Form SC 13D
May 08, 2007

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

SCHEDULE 13D

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

Universal Technical Institute, Inc.
(Name of Issuer)

Common Stock, \$0.0001 par value
(Title of Class of Securities)

913915104
(CUSIP Number)

Philip Brown
SCSF Equities, LLC
5200 Town Center Circle, Suite 470
Boca Raton, Florida 33486
(561) 394-0550
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

with a copy to:
Gerald T. Nowak
Kirkland & Ellis LLP
200 East Randolph Drive
Chicago, IL 60601
(312) 861-2000

April 25, 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 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).

CUSIP No. **913915104**

- | | | |
|-----|--|-----------------------|
| 1. | Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only)
SCSF Equities, LLC | 20-2978626 |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
O
X |
| 3. | SEC Use Only | |
| 4. | Source of Funds (See Instructions)
00 | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> |
| 6. | Citizenship or Place of Organization
Delaware | |
| 7. | Sole Voting Power
0 (See Item 5) | |
| 8. | Shared Voting Power
1,819,810 (See Item 5) | |
| 9. | Sole Dispositive Power
0 (See Item 5) | |
| 10. | Shared Dispositive Power
1,819,810 (See Item 5) | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
1,819,810 (See Item 5) | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
6.5% | |
| 14. | Type of Reporting Person (See Instructions)
PN | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. **913915104**

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only)
Sun Capital Securities Offshore Fund, Ltd. 20-4202392
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)
00
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Cayman Islands
 7. Sole Voting Power
0 (See Item 5)
 8. Shared Voting Power
1,819,810 (See Item 5)
 9. Sole Dispositive Power
0 (See Item 5)
 10. Shared Dispositive Power
1,819,810 (See tem 5)
11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,819,810 (See Item 5)
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
6.5%
14. Type of Reporting Person (See Instructions)
CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. **913915104**

- | | | |
|-----|--|-----------------------|
| 1. | Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only)
Sun Capital Securities Fund, LP | 20-0768577 |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
O
X |
| 3. | SEC Use Only | |
| 4. | Source of Funds (See Instructions)
00 | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> |
| 6. | Citizenship or Place of Organization
Delaware | |
| 7. | Sole Voting Power
0 (See Item 5) | |
| 8. | Shared Voting Power
1,819,810 (See Item 5) | |
| 9. | Sole Dispositive Power
0 (See Item 5) | |
| 10. | Shared Dispositive Power
1,819,810 (See Item 5) | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
1,819,810 (See Item 5) | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
6.5% | |
| 14. | Type of Reporting Person (See Instructions)
PN | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. **913915104**

- | | | |
|-----|--|-----------------------|
| 1. | Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only)
Sun Capital Securities Advisors, LP | 20-0768517 |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |

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X |
| 3. | SEC Use Only | |
| 4. | Source of Funds (See Instructions)
00 | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> |
| 6. | Citizenship or Place of Organization
Delaware | |
| 7. | Sole Voting Power
0 (See Item 5) | |
| 8. | Shared Voting Power
1,819,810 (See Item 5) | |
| 9. | Sole Dispositive Power
0 (See Item 5) | |
| 10. | Shared Dispositive Power
1,819,810 (See Item 5) | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
1,819,810 (See Item 5) | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
6.5% | |
| 14. | Type of Reporting Person (See Instructions)
PN | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. **913915104**

- | | | |
|-----|--|-----------------------|
| 1. | Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only)
Sun Capital Securities, LLC | 20-0768441 |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Source of Funds (See Instructions)
00 | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> |
| 6. | Citizenship or Place of Organization
Delaware | |
| 7. | Sole Voting Power
0 (See Item 5) | |
| 8. | Shared Voting Power
1,819,810 (See Item 5) | |
| 9. | Sole Dispositive Power
0 (See Item 5) | |
| 10. | Shared Dispositive Power
1,819,810 (See Item 5) | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
1,819,810 (See Item 5) | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
6.5% | |
| 14. | Type of Reporting Person (See Instructions)
PN | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. **913915104**

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only)
Marc J. Leder
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
00
 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
0 (See Item 5) |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power
1,819,810 (See Item 5) |
| | 9. | Sole Dispositive Power
0 (See Item 5) |
| | 10. | Shared Dispositive Power
1,819,810 (See Item 5) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,819,810 (See Item 5)
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
6.5%
 14. Type of Reporting Person (See Instructions)
IN
-

CUSIP No. **913915104**

- | | |
|-----|--|
| 1. | Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only)
Rodger R. Krouse |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
00 |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
United States |
| 7. | Sole Voting Power
0 (See Item 5) |
| 8. | Shared Voting Power
1,819,810 (See Item 5) |
| 9. | Sole Dispositive Power
0 (See Item 5) |
| 10. | Shared Dispositive Power
1,819,810 (See Item 5) |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
1,819,810 (See Item 5) |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
6.5% |
| 14. | Type of Reporting Person (See Instructions)
IN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Item 1. Security and Issuer.

The class of equity security to which this statement relates is the common stock, \$0.0001 par value (the Common Stock), of Universal Technical Institute, Inc., a Delaware corporation (the Issuer). The principal executive office of the Issuer is located at:

20410 North 19th Avenue, Suite 200

Phoenix, Arizona 85027

Item 2. Identity and Background.

This statement is being jointly filed by each of the following persons pursuant to Rule 13d-1(k) promulgated by the Securities and Exchange Commission (Commission) pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the Exchange Act): SCSF Equities, LLC, a Delaware limited liability company (SCSF Equities), Sun Capital Securities Offshore Fund, Ltd., a Cayman Islands corporation (Sun Offshore Fund), Sun Capital Securities Fund, LP, a Delaware limited partnership (Sun Securities Fund), Sun Capital Securities Advisors, LP, a Delaware limited partnership (Sun Advisors), Sun Capital Securities, LLC, a Delaware limited liability company (Sun Capital Securities), Marc J. Leder (Leder) and Rodger R. Krouse (Krouse). Leder and Krouse may each be deemed to control SCSF Equities, Sun Securities Fund and Sun Advisors, as Leder and Krouse each own 50% of the membership interests in Sun Capital Securities, which in turn is the general partner of Sun Advisors, which in turn is the general partner of Sun Securities Fund, which in turn is the managing member of SCSF Equities. Leder and Krouse may each be deemed to control Sun Offshore Fund by virtue of being the only two directors of Sun Offshore Fund. Sun Offshore Fund, in turn, owns a majority of the membership interests of SCSF Equities. SCSF Equities, Sun Offshore Fund, Sun Securities Fund, Sun Advisors, Sun Capital Securities, Leder and Krouse are collectively referred to as the Reporting Persons.

The principal business address of each of the Reporting Persons is 5200 Town Center Circle, Suite 470, Boca Raton, Florida 33486.

SCSF Equities, Sun Offshore Fund, Sun Securities Fund, Sun Advisors and Sun Capital Securities are each principally engaged in making investments. Leder and Krouse are principally engaged in merchant banking and the acquisition and operation of middle market companies.

During the past five years, none of the Reporting Persons and, to the knowledge of the Reporting Persons, none of the executive officers or directors of the Reporting Persons, if applicable, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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