

Edgar Filing: UNI MARTS INC - Form SC 13E3/A

UNI MARTS INC  
Form SC 13E3/A  
July 01, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13E-3/A

Amendment No. 4

Rule 13e-3 TRANSACTION STATEMENT  
(Pursuant to Section 13(e) of the Securities Exchange Act of 1934)

Uni-Marts Inc.

-----  
(Name of the Issuer)

Uni-Marts Inc., Green Valley Acquisition Co., LLC,  
Henry D. Sahakian, Daniel D. Sahakian, Ara M. Kervandjian,  
Raj Vakharia, Paul Levinsohn  
HFL Corporation, Tri-Color Holdings, LLC, KOTA Holdings LLC,  
and KOTA Management Co., L.L.C.

-----  
(Name of Person(s) Filing Statement)

Common Stock, \$0.10 par value per share

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

904571304

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(CUSIP Number of Class of Securities)

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Uni-Marts Inc.  
477 East Beaver Avenue  
State College, PA 16801-5690  
Attn: Stephen B. Krumholz

Green Valley Acquisition Co., LLC  
Henry D. Sahakian, Daniel D. Sahakian  
and Ara M. Kervandjian  
HFL Corporation  
Tri-Color Holdings, LLC  
477 East Beaver Avenue  
State College, PA 16801-5690  
Attn: Henry D. Sahakian

KOTA  
KOTA Mana  
Raj  
Pau  
51  
Colon  
Attn:

-----  
(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of Person(s) Filing Statement)

Copies to:

Saul Ewing LLP  
Centre Square West

McCausland, Keen & Bu  
Radnor Court, Suite

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1500 Market Street, 38th Floor  
Philadelphia, PA 19102-2186  
Attn: David S. Antzis, Esq.

259 North Radnor-Chestnut  
Randor, PA 19807-5200  
Attn: Robert H. Young, Esq.

This statement is filed in connection with (check the appropriate box):

- a.  The filing of solicitation materials or an information statement subject to Regulation 14A [17 CFR 240.14a-1 to 240.14b-1]. Regulation 14C [17 CFR 240.14c-1 to 240.14c-101] or Rule 13e-3(c) [ss.240.13e-3(c)] under the Securities Exchange Act of 1934.
- b.  The filing of a registration statement under the Securities Act of 1933.
- c.  A tender offer.
- d.  None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

Calculation of Filing Fee

Transaction valuation*	Amount of filing fee
----- \$9,265,320.75	----- \$1,173.92

\* This calculation is based on 0.00012670 multiplied by the transaction valuation above. For purposes of calculation of this fee only, the transaction valuation is based on the aggregate number of securities to which the transaction applies multiplied by the per unit price or other underlying value of the transaction. The aggregate number of securities to which the transaction applies is based on (i) 3,925,850 shares of Uni-Marts' common stock outstanding and owned by stockholders who will not have an interest in Green Valley Acquisition Co., LLC after consummation of the transaction; and (ii) outstanding stock options to purchase an aggregate of 923,833 shares of Uni-Marts' common stock which will be cashed out in the transaction. The per unit price of (i) each outstanding share of common stock owned by stockholders is \$2.25, and (ii) each outstanding stock option to purchase shares of Uni-Marts' common stock with a per share exercise price less than \$2.25 will be converted into the right to receive a cash payment equal to (a) the difference between \$2.25 and the per share exercise price for the shares

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of common stock subject to such stock option, multiplied by (b) the number of shares of common stock underlying each such stock option. Stock options with an exercise price equal to or greater than \$2.25 will not receive any consideration in the transaction.

[X] Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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Amount Previously Paid: \$1,173.92  
Form or Registration No.: SCHEDULE 14A - PRELIMINARY PROXY STATEMENT

Filing Party: Uni-Marts Inc.

Date Filed: March 25, 2004

This Amendment No. 4 to the Rule 13e-3 Transaction Statement on Schedule 13E-3 (as amended, the "Schedule 13E-3"), is being filed in connection with the merger of Uni-Marts Inc. with and into Green Valley Acquisition Co., LLC (the "Merger"), effective as of June 30, 2004, following the approval of the Merger Agreement between Uni-Marts and Green Valley and the transactions contemplated by the Merger Agreement by the stockholders of Uni-Marts at a Special Meeting of Stockholders held on June 29, 2004.

As a result of the Merger, (i) Uni-Marts has been merged with and into Green Valley, (ii) each issued and outstanding share of Uni-Marts' common stock has been cancelled and converted automatically into the right to receive \$2.25 in cash per share, and (iii) Uni-Marts has ceased to exist.

This Amendment No. 4 to the Schedule 13E-3 is being filed with the Securities and Exchange Commission as the final amendment to the Schedule 13E-3 to report the results of the transaction contemplated by the Merger Agreement. A Form 15 is being filed contemporaneously with this Amendment No. 4 to terminate the registration of Uni-Marts' common stock under the Securities Exchange Act of 1934, as amended, and the American Stock Exchange has terminated the listing of Uni-Marts' common stock.

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SIGNATURE

After due 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.

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Green Valley Acquisition Co., LLC  
as successor to Uni-Marts Inc.

June 30, 2004

By: /s/ Paul Levinsohn  
-----

Name: Paul Levinsohn  
Title: Manager

Green Valley Acquisition Co., LLC

June 30, 2004

By: /s/ Paul Levinsohn  
-----

Name: Paul Levinsohn  
Title: Manager

HFL Corporation

June 30, 2004

By: /s/ Daniel D. Sahakian  
-----

Name: Daniel D. Sahakian  
Title: President

Tri-Color Holdings, LLC

June 30, 2004

By: /s/ Ara M. Kervandjian  
-----

Name: Ara M. Kervandjian  
Title: Manager

KOTA Holdings LLC

June 30, 2004

By: KOTA Management Co., L.L.C., Manager

By: /s/ Paul Levinsohn  
-----

Name: Paul Levinsohn  
Title: Manager

KOTA Management Co., L.L.C.

June 30, 2004

By: /s/ Paul Levinsohn  
-----

Name: Paul Levinsohn  
Title: Manager

June 30, 2004

/s/ Henry D. Sahakian  
-----

Name: Henry D. Sahakian

June 30, 2004

/s/ Daniel D. Sahakian  
-----

Name: Daniel D. Sahakian

June 30, 2004

/s/ Ara M. Kervandjian  
-----

Name: Ara M. Kervandjian

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June 30, 2004

/s/ Raj Vakharia

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Name: Raj Vakharia

June 30, 2004

/s/ Paul Levinsohn

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Name: Paul Levinsohn