

TRANS WORLD ENTERTAINMENT CORP  
Form SC 13D  
January 14, 2009

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D  
(RULE 13D-2-101)

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

(Amendment No. ) (1)

TRANS WORLD ENTERTAINMENT CORPORATION  
(Name of Issuer)

COMMON STOCK  
(Title of Class of Securities)

89336Q100  
(CUSIP Number)

RILEY INVESTMENT MANAGEMENT LLC  
ATTN: BRYANT R. RILEY  
11100 SANTA MONICA BLVD.  
SUITE 810  
LOS ANGELES, CA 90025  
(310) 966-1445

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

January 12, 2009  
(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: |x|

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.

(Continued on following pages)

-----  
(1) 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).

Edgar Filing: TRANS WORLD ENTERTAINMENT CORP - Form SC 13D

CUSIP No. 89336Q10

13D

Page 2

-----  
1. Name of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Riley Investment Partners Master Fund, L.P.

-----  
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  
Cayman Islands

-----  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH  
7. Sole Voting Power  
1,000  
-----  
8. Shared Voting Power  
-0-  
-----  
9. Sole Dispositive Power  
1,000  
-----  
10. Shared Dispositive Power  
-0-  
-----

-----  
11. Aggregate Amount Beneficially Owned by Each Reporting Person 1,000

-----  
12. Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See  
Instructions)

-----  
13. Percent of Class Represented by Amount in Row (11) 0.0%(1)

-----  
14. Type of Reporting Person (See Instructions) PN  
-----

-----  
(1) Based on 31,269,111 shares of common stock of Trans World Entertainment  
Corporation (the "Issuer") outstanding at November 30, 2008, as reported in the  
Issuer's Quarterly Report on Form 10-Q for the quarter ended November 1, 2008  
filed with the Securities and Exchange Commission on December 11, 2008.

CUSIP No. 89336Q10

13D

Page 3

-----  
1. Name of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Edgar Filing: TRANS WORLD ENTERTAINMENT CORP - Form SC 13D

Riley Investment Management 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) AF

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
NUMBER OF		1,066,173(2)
SHARES		
BENEFICIALLY	8.	Shared Voting Power
OWNED BY		1,355,629(3)
EACH		
REPORTING	9.	Sole Dispositive Power
PERSON		1,066,173(2)
WITH		
	10.	Shared Dispositive Power
		1,355,629(3)

11. Aggregate Amount Beneficially Owned by Each Reporting Person 1,888,799(3)

12. Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See  
Instructions)

13. Percent of Class Represented by Amount in Row (11) 6.0%(1)

14. Type of Reporting Person (See Instructions) IA

(2) Because Riley Investment Management LLC has sole investment and voting power over 1,000 shares of Common Stock held by Riley Investment Partners Master Fund, L.P. and 1,065,173 shares held in managed accounts by its investment advisory clients, Riley Investment Management LLC may be deemed to have beneficial ownership of these shares.

(3) Riley Investment Management LLC has shared voting and dispositive power over 1,355,629 shares of Common Stock held by its investment advisory clients, 822,626 of which are held by investment advisory accounts indirectly affiliated with Riley Investment Partners Master Fund, L.P. However, Riley Investment Management LLC disclaims beneficial ownership of the non-affiliated shares.

CUSIP No. 89336Q10

13D

Page 4

1. Name of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

B. Riley & Co., LLC

Edgar Filing: TRANS WORLD ENTERTAINMENT CORP - Form SC 13D

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  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Voting Power 114,135
	8.	Shared Voting Power -0-
	9.	Sole Dispositive Power 114,135
	10.	Shared Dispositive Power -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person 114,135

12. Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See  
Instructions)

13. Percent of Class Represented by Amount in Row (11) 0.4%(1)

14. Type of Reporting Person (See Instructions) BD

CUSIP No. 89336Q10

13D

Page 5

1. Name of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

B. Riley & Co. Retirement Trust

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  
California

7. Sole Voting Power

Edgar Filing: TRANS WORLD ENTERTAINMENT CORP - Form SC 13D

NUMBER OF SHARES	34,148
-----	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8. Shared Voting Power -0-
-----	
	9. Sole Dispositive Power 34,148
-----	
	10. Shared Dispositive Power -0-
-----	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 34,148
-----	
12.	Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
-----	
13.	Percent of Class Represented by Amount in Row (11) 0.1%(1)
-----	
14.	Type of Reporting Person (See Instructions) EP
-----	

CUSIP No. 89336Q10

13D

Page 6

1.	Name of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  Bryant R. Riley
-----	
2.	Check the Appropriate Box If a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
-----	
3.	SEC Use Only
-----	
4.	Source of Funds (See Instructions) AF
-----	
5.	Check If Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
-----	
6.	Citizenship or Place of Organization United States
-----	
NUMBER OF SHARES	7. Sole Voting Power 1,213,356(4)
-----	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8. Shared Voting Power 1,357,729(5)
-----	
	9. Sole Dispositive Power 1,213,356 (4)
-----	
	10. Shared Dispositive Power 1,357,729(5)
-----	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 2,038,082(5)
-----	
12.	Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>

Edgar Filing: TRANS WORLD ENTERTAINMENT CORP - Form SC 13D

-----  
13. Percent of Class Represented by Amount in Row (11) 6.5%(1)  
-----

14. Type of Reporting Person (See Instructions) IN  
-----  
-----

(4) Because Riley Investment Management LLC has sole voting and investment power over security holdings of Riley Investment Partners Master Fund, L.P.'s and certain managed accounts of its investment advisory clients and Mr. Riley, in his role as the sole manager of Riley Investment Management LLC, controls its voting and investment decisions Riley Investment Management LLC and Mr. Riley may be deemed to have beneficial ownership of the 1,000 shares of Common Stock held by Riley Investment Partners Master Fund, L.P. and 1,065,173 shares held in managed accounts by its investment advisory clients. Includes 34,148 shares held by the B. Riley & Co. Retirement Trust, of which Mr. Riley is the trustee. Includes 112,035 shares held by B. Riley & Co., LLC over which Mr. Riley has sole voting and dispositive power. Mr. Riley is the Chairman and sole indirect equity owner of B. Riley & Co., LLC. Includes 1,000 shares held by Mr. Riley's children.

(5) Riley Investment Management LLC has shared voting and dispositive power over 1,355,629 shares of Common Stock held by its investment advisory clients, 822,626 of which are held by investment advisory accounts indirectly affiliated with Riley Investment Partners Master Fund, L.P. Although Mr. Riley controls Riley Investment Management LLC's voting and investment decisions for its investment advisory clients, Mr. Riley disclaims beneficial ownership of the non-affiliated shares. Includes 2,100 shares held by B. Riley & Co., LLC. Mr. Riley is the Chairman and sole indirect equity owner of B. Riley & Co., LLC.

CUSIP No. 89336Q10

13D

Page 7

ITEM 1. SECURITY AND ISSUER

Common Stock ("Common Stock") of Trans World Entertainment Corporation (the "Issuer")  
38 Corporate Circle  
Albany, New York 12203

ITEM 2. IDENTITY AND BACKGROUND

- (a) (i) Riley Investment Partners Master Fund, L.P. (Cayman Islands limited partnership)  
Riley Investment Management LLC (Delaware limited liability company)  
Bryant Riley (individual residing in California)
- (ii) B. Riley & Co., LLC (Delaware limited liability company)  
B. Riley & Co. Retirement Trust
- (b) Address of Principal Business Office or, if none, Residence
  - (i) 11100 Santa Monica Blvd.  
Suite 810  
Los Angeles, CA 90025
  - (ii) 11100 Santa Monica Blvd. Suite 800 Los Angeles, CA 90025
- (c) Mr. Riley manages and owns all of the outstanding membership interests of Riley Investment Management LLC ("RIM"), an SEC registered investment adviser. RIM is the investment adviser to and general partner of Riley Investment Partners Master

## Edgar Filing: TRANS WORLD ENTERTAINMENT CORP - Form SC 13D

Fund, L.P. ("RIP"). RIM is the investment advisor to other clients pursuant to investment advisory agreements. Mr. Riley is the trustee of the B. Riley & Co. Retirement Trust ("BRCRT"). Mr. Riley is the sole indirect equity holder and Chairman of B. Riley & Co., LLC ("BRC").

(d) N/A

(e) N/A

(f) United States

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

The source of funding for the purchase of Common Stock was the general working capital of the respective purchasers. Some of the shares are held in margin accounts together with other securities, and part of the purchase price of such shares may have been purchased through margin borrowing.

CUSIP No. 89336Q10

13D

Page 8

### ITEM 4. PURPOSE OF THE TRANSACTION

The Reporting Persons acquired Issuer's securities reported on this Schedule 13D because they believed such securities represented an attractive investment.

On January 12, 2009, Mr. Riley was appointed to the Board of Directors of the Issuer.

The Reporting Persons may determine to change their investment intent with respect to the Issuer in the future. The Reporting Persons intend to vote their respective shares of Common Stock individually as each Reporting Person deems appropriate from time to time. In determining whether to sell or retain their shares of Common Stock, the applicable Reporting Person will take into consideration such factors as it deems relevant, including without limitation Issuer's business and prospects, anticipated future developments, existing and anticipated market conditions, general economic conditions, and other opportunities available to the Reporting Person. The Reporting Persons reserve the right to acquire additional securities from Issuer in the open market, in privately negotiated transactions, or otherwise, to dispose of all or a portion of its holdings in Issuer's securities, or to change their intention with respect to any or all of the matters referred to in this Item 4.

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

(a) With respect to each Reporting Person, see the response set forth in Rows 11 and 13, including the footnotes thereto.

(b) See Item 5(a) and, with respect to each Reporting Person, the responses to Rows 7 through 10 set forth for such Reporting Person on the cover pages hereto.

Edgar Filing: TRANS WORLD ENTERTAINMENT CORP - Form SC 13D

(c) In the ordinary course of business, BRC may effect transactions in connection with its ordinary course market making activities, as well as for customer transactions. The following are the other transactions in the past 60 days.

CUSIP No. 89336Q10

13D

Page 9

TYPE	TRAN CODE	QUANTITY	PRICE	TRADE DATE	
BRC (including managed account)	SL	25,000	2.05	11/14/2008	
	SL	65,135	1.67	11/20/2008	
	SL	95,135	1.59	11/21/2008	*
	BY	95,135	1.59	11/21/2008	*
	BY	65,135	1.59	11/24/2008	*
	SL	65,135	1.59	11/24/2008	*
	BY	5,000	1.25	12/19/2008	
	BY	5,000	1.2	12/19/2008	
	BY	5,000	1.09	12/26/2008	
	BY	2,500	1.15	12/30/2008	
	BY	510	1.1	12/30/2008	
	BY	379	1.05	12/31/2008	
	BY	300	1.07	12/31/2008	
	BY	1,400	1.06	12/31/2008	
	BY	5,000	1.31	12/31/2008	
	BY	200	1.03	12/31/2008	
	BY	15,000	1.2222	12/31/2008	
	BY	1,869	1.07	1/5/2009	
	BY	12,500	1.1	1/5/2009	
	BY	100	1.27	1/6/2009	
	BY	100	1.28	1/6/2009	
	BY	200	1.3	1/6/2009	
	BY	11,900	1.27	1/6/2009	
	BY	1,286	1.26	1/6/2009	
	BY	5,800	1.28	1/6/2009	
	BY	1,408	1.26	1/6/2009	
	BY	5,000	1.1	1/9/2009	
	BY	305,000	1.67	11/20/2008	
Investment Advisory Clients	SL	440,697	1.67	11/20/2008	
	BY	3,029	1.4359	11/25/2008	
	BY	8,035	1.4929	11/26/2008	
	BY	5,000	1.3227	12/9/2008	
	BY	5,496	1.3147	12/10/2008	
	BY	5,300	1.2692	12/11/2008	
	BY	700	1.1743	12/12/2008	
	BY	2,000	1.26	12/15/2008	
	BY	10,964	1.2182	12/16/2008	
	BY	37,500	1.25	12/19/2008	
	SL	227,200	1.25	12/19/2008	
	BY	234,060	1.15	1/5/2009	*
	SL	234,060	1.15	1/5/2009	*
	SL	103,338	1.0176	1/13/2009	*
	BY	103,338	1.0176	1/13/2009	*

\*Crosses between accounts

(d) RIM's advisory clients are entitled to any dividends or proceeds paid with respect to stock held by such persons.



Edgar Filing: TRANS WORLD ENTERTAINMENT CORP - Form SC 13D

(e) Not applicable.

CUSIP No. 89336Q10

13D

Page 10

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

The relationships between Mr. Riley, RIM, RIP, BRC and BRCRT are described above under Item 2(c) above. The relationship between RIM and other investment advisory clients is described under Item 2(c) above.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

NONE

CUSIP No. 89336Q10

13D

Page 11

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.

Date: January 14, 2009

Riley Investment Partners Master Fund, L.P.  
By: Riley Investment Management LLC, its  
General Partner

By: /s/ Bryant R. Riley

-----  
Bryant R. Riley, Managing Member

Riley Investment Management LLC

By: /s/ Bryant R. Riley

-----  
Bryant R. Riley, Managing Member

B. Riley & Co, LLC

By: /s/ Bryant R. Riley

-----  
Bryant R. Riley, Chairman

B. Riley & Co. Retirement Trust

By: /s/ Bryant R. Riley

-----  
Bryant R. Riley, Trustee

By: /s/ Bryant R. Riley

-----  
Bryant R. Riley