

Edgar Filing: NATCO GROUP INC - Form SC 13D

NATCO GROUP INC  
Form SC 13D  
April 10, 2006

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

SCHEDULE 13D  
Under the Securities Act of 1934

NATCO GROUP INC.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

0001057693  
(CUSIP Number)

David Nierenberg  
The D3 Family Funds  
19605 NE 8th Street  
Camas, WA 98607  
360-604-8600  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

April 7, 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 that is the subject of this Schedule 13D and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

-----  
1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Family Fund, L.P. (David Nierenberg is president of the General Partner, which is Nierenberg Investment Management Company.)

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS\*

WC

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

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

-----  
7 SOLE VOTING POWER  
804,365 common shares (4.3%)  
-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
8 SHARED VOTING POWER  
0  
-----  
9 SOLE DISPOSITIVE POWER  
804,365  
-----  
10 SHARED DISPOSITIVE POWER  
0  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,780,401 shares (9.4%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

9.4%

14 TYPE OF REPORTING PERSON\*

PN

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
-----

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Family Retirement Fund, L.P. (David Nierenberg is president of the General Partner, which is Nierenberg Investment Management Company.)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

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

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

7 SOLE VOTING POWER

274,361 common shares (1.5%)

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

274,361

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,780,401 shares (9.4%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

9.4%

14 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

3

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Children's Fund, L.P. (David Nierenberg is president of the General Partner, which is Nierenberg Investment Management Company.)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Washington

	7	SOLE VOTING POWER	
			71,153 common shares (0.4%)
NUMBER OF	8	SHARED VOTING POWER	
SHARES			
BENEFICIALLY	9	SOLE DISPOSITIVE POWER	
OWNED BY			0
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING			
PERSON	9	SOLE DISPOSITIVE POWER	71,153
WITH			
	10	SHARED DISPOSITIVE POWER	
			0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,780,401 shares (9.4%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
9.4%

14 TYPE OF REPORTING PERSON\*  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

4

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON  
  
The D3 Offshore Fund, L.P. (David Nierenberg is president of the General Partner, which is Nierenberg Investment Management Offshore.)

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

3 SEC USE ONLY

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4 SOURCE OF FUNDS\*

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bahamas

7 SOLE VOTING POWER

395,630 common shares (2.1%)

8 SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

0

EACH  
REPORTING  
PERSON

9 SOLE DISPOSITIVE POWER

395,630

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,780,401 shares (9.4%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

9.4%

14 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

5

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Family Bulldog Fund, L.P. ((David Nierenberg is president of the  
General Partner, which is Nierenberg Investment Management Company.))

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

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4 SOURCE OF FUNDS\*

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

7 SOLE VOTING POWER

234,892 common shares (1.2%)

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

234,892

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,780,401 shares (9.4%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

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

9.4%

14 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. Security and Issuer.

Common stock in NATCO GROUP INC., 2950 NORTH LOOP WEST, SUITE 700,  
HOUSTON, TX 77092

Item 2. Identity and Background.

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The D3 Family Funds are Washington State limited partnerships, whose principal business is investing in the equities of public micro-cap issuers. The D3 Family Funds consist of: D3 Family Fund, L.P, D3 Family Retirement Fund, L.P, D3 Children's Fund, L.P, D3 Offshore Fund, L.P., D3 Family Bulldog Fund, L.P. Located at 19605 N.E. 8th St., Camas, Washington 98607. No convictions or administrative proceedings as described in 2 (d) and (e).

### Item 3. Source and Amount of Funds or Other Consideration

Source of funds is money invested in the partnership by their partners.

### Item 4. Purpose of Transaction

On April 7 we acquired Natco convertible preferred stock which we can convert into a 9.4 % stake in the company.

We made this investment because we believe Natco is an under-valued, under-owned and under-followed company whose excellent growth prospects, strong management and governance, improving operating results, and leading competitive position in a fragmented market, ultimately will be more widely recognized and appropriately valued. Natco is pursuing a sensible growth strategy of consolidating the domestic market and penetrating foreign country markets. The global imbalance between oil and gas supply and demand, the maturation of the largest oil and gas fields around the world, and increasing environmental regulation drive Natco's organic growth opportunity.

While the preferred shares we own entitle us to a board seat, we do not intend to exercise that right. We believe Natco has a strong board and a serious commitment to good corporate governance, making it unnecessary for us to take a seat at the table.

We also have the unilateral right to convert our preferred into common stock at any time. We already have begun conversation with Natco about what would be the most mutually beneficial way to do this, and we expect our dialog to resume in May, after Natco announces its first quarter results. In our view, conversion of all preferred shares into common would benefit Natco's shareholders three ways: Natco would have a conventional public company balance sheet, higher earnings per share, and greater liquidity for its stock.

### Item 5. Interest in Securities of the Issuer.

(a,b) D3 Family Funds own and have sole voting and dispositive power over 1,780,401, 9.4% common shares of NTG.

(c)

Fund	Transaction Date	Shares Bought	Price
D3 Family Fund, L.P.	4/7/2006	804,365	25.36
D3 Family Retirement Fund, L.P.	4/7/2006	274,361	25.36
D3 Children's Fund, L.P.	4/7/2006	71,153	25.36
D3 Offshore Fund, L.P.	4/7/2006	395,630	25.36
D3 Family Bulldog Fund, L.P.	4/7/2006	234,892	25.36

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(d) N/A

(e) N/A

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

N/A

Item 7. Material to be Filed as Exhibits

N/A

7

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in the Statement is true, complete and correct.

April 10, 2006

-----

/s/ DAVID NIERENBERG

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David Nierenberg  
President  
Nierenberg Investment Management  
Company, Inc., the General Partner of  
The D3 Family Funds

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