

REEDS JEWELERS INC
Form SC 13E3/A
May 07, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

Tender Offer Statement Under Section 14(D)(1) Or 13(E)(1)

Of The Securities Exchange Act Of 1934

(Amendment No. 6)

REEDS JEWELERS, INC.

(Name of Subject Company (issuer))

Sparkle, LLC

Sparkle Acquisition, Inc.

Alan M. Zimmer

Herbert J. Zimmer

Jeffrey L. Zimmer

Arlene Z. Schreiber

Rose W. Zimmer

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Bradley Trent Zimmer

Landon Garrett Zimmer

Andrew Michael Schreiber

Mark Harrison Schreiber

(Names of Filing Persons (Offeror and other Persons))

Common Stock, par value \$.10 per Share

(Title of Class of Securities)

758341101

(CUSIP Number of Class of Securities)

Alan M. Zimmer

Sparkle, LLC 111 Princess Street, Wilmington, NC 28401

(910) 763-4669 Ext. 203

(Name, address, and telephone numbers of person authorized
to receive notices and communications on behalf of filing persons))

Calculation of Filing Fee:

**Transaction valuation(1)
\$2,635,668.60**

**Amount of filing fee(2)
\$333.94**

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- (1) The transaction valuation is estimated solely for purposes of calculating the filing fee pursuant to Rule 0-11(d). The calculation assumes the purchase of all outstanding common shares of Reeds Jewelers, Inc., par value \$.10 per share (the Shares), not beneficially owned by Sparkle, LLC, a North Carolina limited liability company (Sparkle) or its subsidiaries, at a purchase price of \$2.05 per Share, net to the seller in cash. As of May 5, 2004, there were 1,285,692 Shares on a fully diluted basis (treating as outstanding all Shares underlying exercisable options) not beneficially owned by Sparkle or its affiliates.
- (2) The amount of the filing fee is calculated in accordance with Regulation 240.0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 7 issued by the Securities and Exchange Commission on January 26, 2004. Such fee equals .01267 percent of the value of the transaction.
- x Check the 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.

Amount Previously Paid: \$31.94

Form or Registration No.: Amendment No. 2 to Schedule TO

Filing Party: Sparkle, LLC, Alan M. Zimmer, Herbert J. Zimmer, Jeffrey L. Zimmer, Arlene Z. Schreiber, Rose W. Zimmer, Bradley Trent Zimmer, Landon Garrett Zimmer, Andrew Michael Schreiber, Mark Harrison Schreiber

Date Filed: March 29, 2004

Amount Previously Paid: \$45.77

Form or Registration No.: Amendment No. 1 to Schedule TO

Filing Party: Sparkle, LLC, Alan M. Zimmer, Herbert J. Zimmer, Jeffrey L. Zimmer, Arlene Z. Schreiber, Rose W. Zimmer, Bradley Trent Zimmer, Landon Garrett Zimmer, Andrew Michael Schreiber, Mark Harrison Schreiber

Date Filed: March 2, 2004

Amount Previously Paid: \$256.23

Form or Registration No.: Schedule TO

Filing Party: Sparkle, LLC, Alan M. Zimmer, Herbert J. Zimmer, Jeffrey L. Zimmer, Arlene Z. Schreiber, Rose W. Zimmer, Bradley Trent Zimmer, Landon Garrett Zimmer, Andrew Michael Schreiber, Mark Harrison Schreiber

Date Filed: January 29, 2004

- .. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- x third party tender offer subject to Rule 14d-1.
- .. issuer tender offer subject to Rule 13e-4.
- x going-private transaction subject to Rule 13e-3.
- x amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: "

CUSIP No. 758341101

1 Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only) Sparkle, LLC (20-0475219)

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)

OO, AF

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

North Carolina

7 Sole Voting Power

0

8 Shared Voting Power

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8,321,067 Shares ¹

9 Sole Dispositive Power

0

10 Shared Dispositive Power

8,321,067 Shares ¹

11 Aggregate Amount Beneficially Owned by Each Reporting Person

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8,321,067 Shares¹

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)

98.2%¹

14 Type of Reporting Person (See Instructions)

OO

¹ Includes 7,414,234 shares contributed to Sparkle, LLC by its members, and 906,833 shares accepted by Sparkle, LLC in the cash tender offer.

CUSIP No. 758341101

1 Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only)

Sparkle Acquisition, Inc. (20-0475194)

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)

OO, AF

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

North Carolina

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power
	0	
	8	Shared Voting Power

8,321,067 ¹

9 Sole Dispositive Power

0

10 Shared Dispositive Power

8,321,067¹

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

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)

98.2%

14 Type of Reporting Person (See Instructions)

CO

¹ Includes 7,414,234 shares contributed to Sparkle, LLC by its members, and 906,833 shares accepted by Sparkle, LLC in the cash tender offer.

CUSIP No. 758341101

1 Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only)

Alan M. Zimmer

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)

OO, AF

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

United States

	7	Sole Voting Power		
			4,000 shares ¹	
	8	Shared Voting Power		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH			8,321,067 shares ²	
	9	Sole Dispositive Power		
			4,000 shares ¹	
	10	Shared Dispositive Power		
			8,321,067 shares ²	

11 Aggregate Amount Beneficially Owned by Each Reporting Person

8,325,067 shares^{1,2}

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)

98.2%^{1,2}

14 Type of Reporting Person (See Instructions)

IN

¹ Includes 4,000 shares covered by a vested option.

² Includes 7,414,234 shares contributed to Sparkle, LLC, a North Carolina limited liability company, of which Alan M. Zimmer is a member, and 906,833 shares accepted by Sparkle, LLC in the cash tender offer.

CUSIP No. 758341101

1 Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only)

Herbert J. Zimmer

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)

OO, AF

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

5,000 shares¹

8 Shared Voting Power

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8,321,067 shares²

9 Sole Dispositive Power

5,000 shares¹

10 Shared Dispositive Power

8,321,067 shares²

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11 Aggregate Amount Beneficially Owned by Each Reporting Person

8,326,067 shares^{1,2}

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See instructions) ..

13 Percent of Class Represented by Amount in Row (11)

98.2%^{1,2}

14 Type of Reporting Person (See instructions)

IN

¹ Includes 5,000 shares covered by a vested option.

² Includes 7,414,234 shares contributed to Sparkle, LLC, a North Carolina limited liability company, of which Herbert J. Zimmer is a member, and 906,833 shares accepted by Sparkle, LLC in the cash tender offer.

CUSIP No. 758341101

1 Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only)

Jeffrey L. Zimmer

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)

OO, AF

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

5,000 shares¹

8 Shared Voting Power

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8,321,067 shares²

9 Sole Dispositive Power

5,000 shares¹

10 Shared Dispositive Power

8,321,067 shares²

11 Aggregate Amount Beneficially Owned by Each Reporting Person

8,326,067 shares^{1,2}

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)

98.2%^{1,2}

14 Type of Reporting Person (See Instructions)

IN

¹ Includes 5,000 shares covered by a vested option.

² Includes 7,414,234 shares contributed to Sparkle, LLC, a North Carolina limited liability company, of which Jeffrey L. Zimmer is a member, and 906,833 shares accepted by Sparkle, LLC in the cash tender offer. Mr. Zimmer is the custodian of three members of Sparkle, LLC.

CUSIP No. 758341101

1 Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only)

Arlene Z. Schreiber

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)

OO, AF

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

5,000 shares¹

8 Shared Voting Power

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8,321,067 shares²

9 Sole Dispositive Power

5,000 shares¹

10 Shared Dispositive Power

8,321,067 shares²

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11 Aggregate Amount Beneficially Owned by Each Reporting Person

8,326,067 shares^{1,2}

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

13 Percent of Class Represented by Amount in Row (11)

98.2%^{1,2}

14 Type of Reporting Person (See Instructions)

IN

¹ Includes 5,000 shares covered by a vested option.

² Includes 7,414,234 shares contributed to Sparkle, LLC, a North Carolina limited liability company, of which Arlene Z. Schreiber is a member, and 906,833 shares accepted by Sparkle, LLC in the cash tender offer.

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8,321,067 shares¹

11 Aggregate Amount Beneficially Owned by Each Reporting Person

8,321,067 shares¹

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)

98.2%¹

14 Type of Reporting Person (See Instructions)

IN

¹ Includes 7,414,234 shares contributed to Sparkle, LLC, a North Carolina limited liability company, and 906,833 shares accepted by Sparkle, LLC in the cash tender offer. Ms. Zimmer is the custodian of three members of Sparkle, LLC.

CUSIP No. 758341101

1 Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only)

Bradley Trent Zimmer

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)

OO, AF

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power 0
PERSON WITH	8	Shared Voting Power 8,321,067 shares ¹
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power

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8,321,067 shares¹

11 Aggregate Amount Beneficially Owned by Each Reporting Person

8,321,067 shares¹

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)

13 Percent of Class Represented by Amount in Row (11)

98.2%¹

14 Type of Reporting Person (See Instructions)

IN

¹ Includes 7,414,234 shares contributed to Sparkle, LLC, a North Carolina limited liability company, of which Bradley Trent Zimmer is a member, and 906,833 shares accepted by Sparkle, LLC in the cash tender offer.

CUSIP No. 758341101

1 Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only)

Landon Garrett Zimmer

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)

OO, AF

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

United states

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power 0
PERSON WITH	8	Shared Voting Power 8,321,067 Shares ¹
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power

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8,321,067 Shares¹

11 Aggregate Amount Beneficially Owned by Each Reporting Person

8,321,067 Shares¹

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)

98.2%¹

14 Type of Reporting Person (See Instructions)

IN

¹ Includes 7,414,234 shares contributed to Sparkle, LLC, a North Carolina limited liability company, of which Landon Garrett Zimmer is a member, and 906,833 shares accepted by Sparkle, LLC in the cash tender offer.

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8,321,067 shares¹

11 Aggregate Amount Beneficially Owned by Each Reporting Person

8,321,067 shares¹

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)

98.2%¹

14 Type of Reporting Person (See Instructions)

IN

¹ Includes 7,414,234 shares contributed to Sparkle, LLC, a North Carolina limited liability company, of which Andrew Michael Schreiber is a member, and 906,833 shares accepted by Sparkle, LLC in the cash tender offer.

CUSIP No. 758341101

1 Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only).

Mark Harrison Schreiber

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)

OO, AF

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6 Citizenship or Place of Organization

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power 0
PERSON WITH	8	Shared Voting Power

8,321,067 shares¹

9 Sole Dispositive Power

0

10 Shared Dispositive Power

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8,321,067 shares¹

11 Aggregate Amount Beneficially Owned by Each Reporting Person

8,321,067 shares¹

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)

98.2%¹

14 Type of Reporting Person (See Instructions)

IN

¹ Includes 7,414,234 shares contributed to Sparkle, LLC, a North Carolina limited liability company, of which Mark Harrison Schreiber is a member, and 906,833 shares accepted by Sparkle, LLC in the cash tender offer.

This Amendment No. 6 to Schedule TO amends and supplements the Tender Offer Statement, Rule 13e-3 Transaction Statement, and Schedule 13D/A filed under cover of Schedule TO initially filed with the Securities and Exchange Commission (the Commission) on January 29, 2004 (the Initial Schedule TO), and as amended and supplemented by Amendment No. 1 to Schedule TO filed with the Commission on March 2, 2004, Amendment No. 2 to Schedule TO filed with the Commission on March 29, 2004, Amendment No. 3 to Schedule TO filed with the Commission on April 16, 2004, Amendment No. 4 to Schedule TO filed with the Commission on April 26, 2004, and Amendment No. 5 to Schedule TO filed with the Commission on April 29, 2004, (as so amended, the Schedule TO), by Sparkle, LLC, a North Carolina limited liability company (Sparkle), Alan M. Zimmer, Herbert J. Zimmer, Jeffrey L. Zimmer, Arlene Z. Schreiber, Rose W. Zimmer, Bradley Trent Zimmer, Landon Garrett Zimmer, Andrew Michael Schreiber, Mark Harrison Schreiber, and Sparkle Acquisition, Inc., a North Carolina corporation, in connection with the offer by Sparkle to purchase all of the outstanding shares of common stock, par value \$.10 per share (the Shares), of Reeds Jewelers, Inc., a North Carolina corporation (Reeds), not owned by Sparkle or its subsidiaries, at a purchase price of \$2.05 per Share, net to the seller in cash. The offer is set forth in the Supplement to the Offer to Purchase dated April 29, 2004 (the Supplement), a copy of which is attached hereto as Exhibit (a)(1)(xiv), the Offer to Purchase dated January 29, 2004 (the Offer to Purchase), and in the related revised Letter of Transmittal attached hereto as Exhibit (a)(1)(xv) (which, together with the Supplement and Offer to Purchase, and any amendments or supplements hereto or thereto, collectively constitute the offer). Copies of the Offer to Purchase and the original Letter of Transmittal were attached as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, to the Initial Schedule TO.

Items 1 - 3.

N/A

Item 4. Terms of the Transaction

Item 4 is amended and supplemented by reference to the Press Release attached hereto as Exhibit (a)(i)(xx).

Items 5 - 11.

N/A

Item 12. Exhibits

Item 12 is amended and supplemented by adding the following:

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
(a)(1)(xx)	Text of Press Release issued by Sparkle on May 6, 2004.

Item 13. Information Required by Schedule 13E-3

Item 11. Interest in Securities of the Subject Company

Item 11 is hereby amended and supplemented by reference to the Press Release attached hereto as Exhibit (a)(i)(xx).

[THE REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY]

SIGNATURE

After due inquiry and to the best of his, her, or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 6, 2004

SPARKLE, LLC

By: /s/ Alan M. Zimmer

Name: Alan M. Zimmer

Title: Director

/s/ Alan M. Zimmer

Alan M. Zimmer

/s/ Jeffrey L. Zimmer

Jeffrey L. Zimmer

/s/ Rose W. Zimmer

Rose W. Zimmer

/s/ Bradley Trent Zimmer

Bradley Trent Zimmer

/s/ Andrew Michael Schreiber

Andrew Michael Schreiber

/s/ Herbert J. Zimmer

Herbert J. Zimmer

/s/ Arlene Z. Schreiber

Arlene Z. Schreiber

/s/ Landon Garrett Zimmer

Landon Garrett Zimmer

/s/ Mark Harrison Schreiber

Mark Harrison Schreiber

SPARKLE ACQUISITION, INC.

By: /s/ Alan M. Zimmer

Name: Alan M. Zimmer

Title: President

EXHIBIT INDEX

EXHIBIT

DESCRIPTION

(a)(1)(xx)	Text of Press Release issued by Sparkle on May 6, 2004.
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