

Edgar Filing: J JILL GROUP INC - Form SC 13G/A

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|---------------------------|------------------------------|----------------------|
| NUMBER OF SHARES | (5) SOLE VOTING POWER | See Marxe/Greenhouse |
| -BENEFICIALLY OWNED BY | (6) SHARED VOTING POWER | None |
| EACH | (7) SOLE DISPOSITIVE POWER | See Marxe/Greenhouse |
| REPORTING PERSON WITH: | (8) SHARED DISPOSITIVE POWER | None |

(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON

466,500

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.9

(12) TYPE OF REPORTING PERSON (See Instructions)

IV/IA

* AWM Investment Company, Inc., a Delaware corporation is the General Partner of this entity.

CUSIP No. 466189107 13G Page 3 of 11

(1) NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Special Situations Cayman Fund, L.P. ("CAY") 98-0132442
AWM Investment Company, Inc. ("AWM") 11-3086452

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Grand Cayman/Delaware

| | | |
|--------------------------|----------------------------|----------------------|
| NUMBER OF SHARES | (5) SOLE VOTING POWER | See Marxe/Greenhouse |
| BENEFICIALLY OWNED BY | (6) SHARED VOTING POWER | None |
| EACH | (7) SOLE DISPOSITIVE POWER | See Marxe/Greenhouse |
| REPORTING | | |

Edgar Filing: J JILL GROUP INC - Form SC 13G/A

PERSON WITH: (8) SHARED DISPOSITIVE POWER None

(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON
149,000

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.2

(12) TYPE OF REPORTING PERSON*

IV/IA

CUSIP No. 466189107 13G Page 4 of 11

(1) NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).

Austin W. Marxe
David M. Greenhouse

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
Instructions)

(a) | |
(b) |X|

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

| | | |
|--------------------------|------------------------------|---------|
| NUMBER OF SHARES | (5) SOLE VOTING POWER | 615,500 |
| BENEFICIALLY OWNED BY | (6) SHARED VOTING POWER | None |
| EACH REPORTING | (7) SOLE DISPOSITIVE POWER | 615,500 |
| PERSON WITH: | (8) SHARED DISPOSITIVE POWER | None |

(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON
615,500

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.1

Edgar Filing: J JILL GROUP INC - Form SC 13G/A

(12) TYPE OF REPORTING PERSON*

IN

Page 5 of 11 Pages

Item 1.

- (a) Name of Issuer: The J. Jill Group, Inc.
(b) Address of Issuer's Principal Executive Offices:
4 Batterymarch Park, Quincy, MA 02169

Item 2.

(a) Name of Person Filing: This statement is filed on behalf of (i) Special Situations Fund III, L.P., a Delaware limited partnership ("SSF III"); (ii) Special Situations Cayman Fund, L.P., a Cayman Islands limited partnership (the "Cayman Fund"); (iii) MGP Advisers Limited Partnership, a Delaware limited partnership, ("MGP"); (iv) AWM Investment Company, Inc., a Delaware corporation ("AWM"); (v) Austin W. Marxe and (vi) David Greenhouse. Each of the foregoing is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons."

(b) Address of Principal Business Office or, if none, Residence: The principal office and business address of the Reporting Persons, other than the Cayman Fund, is 153 East 53 Street, New York, New York 10022. The principal office and business address of the Cayman Fund is c/o CIBC Bank and Trust Company (Cayman) Limited, CIBC Bank Building, P.O. Box 694, Grand Cayman, Cayman Islands, British West Indies.

(c) Citizenship: SSF III and MGP are Delaware limited partnerships. The Cayman Fund was formed under the laws of the Cayman Islands and AWM is a Delaware corporation. Austin W. Marxe and David M. Greenhouse are United States citizens.

Page 6 of 11 Pages

The principal business of SSF III and the Cayman Fund (individually, a "Fund" and, collectively, the "Funds") is to invest in, sell, convey, transfer, exchange and otherwise trade in principally equity and equity related securities. The principal business of MGP is to act as general partner of and investment adviser to SSF III. The principal business of AWM is to act as the general partner of MGP and as the general partner of and the investment adviser to the Cayman Fund. MGP and AWM are referred to herein, individually, as an "Adviser" and, collectively, as the "Advisers." The principal occupation of Austin W. Marxe and David Greenhouse is to serve as officers, directors and members or principal shareholders of the Advisers.

2(d) Title of Class of Securities: See cover sheets.

2(e) CUSIP Number: See cover sheets.

Item 3. If this statement is filed pursuant to §240.13d-1(b) or 240.13d-2(b), check whether the person filing is a:

- (a) Broker or Dealer registered under section 15 of the Act;
(b) Bank as defined in section 3(a) (6) of the Act;
(c) Insurance Company as defined in section 3(a) (19) of the Act;
(d) Investment Company registered under section 8 of the Investment Company Act of 1940;
(e) An Investment Adviser in accordance with §240.13d-1(b) (I) (ii) (E);

Page 7 of 11 Pages

(f) An employee benefit plan or endowment fund in

Edgar Filing: J JILL GROUP INC - Form SC 13G/A

accordance with §240.13d-1(b)(1)(ii)(F);
(g) (x) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
(h) () A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
(i) () A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
(j) () Group, in accordance with §240.13d-1(b)(1)(ii)(J). See Exhibit A attached hereto.

Item 4. Ownership:

(a) Amount Beneficially Owned: 615,500 shares of Common Stock are beneficially owned by Austin W. Marxe and David Greenhouse; of which 466,500 shares of common stock are owned by SSF III and 149,000 shares of common stock are owned by the Cayman Fund.
(b) Percent of Class: 5.1 percent of the Common Stock are beneficially owned by Austin Marxe and David Greenhouse. 3.9 percent of the Common Stock are beneficially owned by SSF III and 1.2 percent are beneficially owned by the Cayman Fund.
(c) Number of Shares as to which the person has Rights to Vote and/or Dispose of Securities: SSF III, MGP, the Cayman Fund and AWM have sole power to vote or to direct the vote and to dispose or to direct the disposition of all securities reported hereby which are respectively beneficially owned by each Fund and its Adviser.

Page 8 of 11 Pages

Austin Marxe and David Greenhouse have shared power to vote or to direct the vote of and to dispose or to direct the disposition of securities reported hereby which are beneficially owned by Austin Marxe and David Greenhouse by virtue of being Executive Officers of the Investment Advisers.

Item 5. Ownership of Five Percent or Less of a Class: If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ____ .

Item 6. Ownership of More than Five Percent on Behalf of Another Person: SSF III and the Cayman Fund as owners of the securities in question, have the right to receive any dividends from, or proceeds from the sale of, such securities.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security being Reported on By the Parent Holding Company: See Exhibit A attached hereto.

Item 8. Identification and Classification of Members of the Group: Not applicable

Item 9. Notices of Dissolution of Group: Not applicable.

Page 9 of 11 Pages

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having

that purpose or effect.

Page 10 of 11 Pages

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.

Dated: February 8, 2002

SPECIAL SITUATIONS FUND III, L.P.

By:/s/ Austin W. Marxe
Austin W. Marxe
Managing Director

MGP ADVISERS LIMITED PARTERSHIP

By:/s/ Austin W. Marxe
Austin W. Marxe
President and Chief Executive Officer

SPECIAL SITUATIONS CAYMAN FUND, L.P.

By: /s/ Austin W. Marxe
Austin W. Marxe
Managing Director

AWM INVESTMENT COMPANY, INC.

By: /s/ Austin W. Marxe
Austin W. Marxe
President and CEO

/s/ Austin W. Marxe
AUSTIN W. MARXE

/s/David M Greenhouse

DAVID M. GREENHOUSE

Page 11 of 11 Pages

EXHIBIT A

This Exhibit explains the relationship between the Reporting Persons. MGP Advisers Limited Partnership (MGP), a Delaware limited partnership, is the general partner of the Special Situations Fund III, L.P., a Delaware Limited Partnership. AWM Investment Company, Inc., a Delaware corporation, is the general partner of MGP and the general partner of and investment adviser to the Cayman Fund. Austin W. Marx and David M. Greenhouse are the principal owners of MGP and AWM and are principally responsible for the selection, acquisition and disposition of the portfolios securities by the investment advisers on behalf of their Fund.