

Edgar Filing: TECHTEAM GLOBAL INC - Form SC 13D/A

TECHTEAM GLOBAL INC
Form SC 13D/A
May 11, 2006

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

TechTeam Global, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

878311 10 9

(CUSIP Number)

COPY TO:

Seth W. Hamot
Roark, Rearden & Hamot, LLC
420 Boylston Street
Boston, MA 02116
(617) 595-4400

David A. Fine, Esq.
Ropes & Gray LLP
One International Place
Boston, MA 02110
(617) 951-7473

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

May 8, 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 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: []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*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

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Notes).

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SCHEDULE 13D

CUSIP No. 878311 10 9

Page 2 of 11 Pages

1. NAME OF REPORTING PERSON:

Seth W. Hamot

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)

☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION

A United States Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER	912,545
	8. SHARED VOTING POWER	-0-
	9. SOLE DISPOSITIVE POWER	912,545
	10. SHARED DISPOSITIVE POWER	-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

912,545

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

☐

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.1%(1)

14. TYPE OF REPORTING PERSON*

IN, HC

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- (1) The percentage ownership is based upon 10,029,204 issued and outstanding shares as reported by the Issuer in its filing on Form 10-K for the fiscal year ended December 31, 2005.

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13D

CUSIP No. 878311 10 9

Page 3 of 11 Pages

1. NAME OF REPORTING PERSON: Costa Brava Partnership III L.P.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 04-3387028

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)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

A Delaware Limited Partnership

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER	912,545
	8. SHARED VOTING POWER	-0-
	9. SOLE DISPOSITIVE POWER	912,545
	10. SHARED DISPOSITIVE POWER	-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

912,545

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.1%(1)

14. TYPE OF REPORTING PERSON*

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PN

- (1) The percentage ownership is based upon 10,029,204 issued and outstanding shares as reported by the Issuer in its filing on Form 10-K for the fiscal year ended December 31, 2005.

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13D

CUSIP No. 878311 10 9

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1. NAME OF REPORTING PERSON: Roark, Rearden & Hamot, LLC
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 10-0000708
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)
☐
6. CITIZENSHIP OR PLACE OF ORGANIZATION
A Delaware Limited Partnership
- | | |
|--|--------------------------------------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7. SOLE VOTING POWER
912,545 |
| | 8. SHARED VOTING POWER
-0- |
| | 9. SOLE DISPOSITIVE POWER
912,545 |
| | 10. SHARED DISPOSITIVE POWER
-0- |
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
912,545
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
☐
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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9.1%(1)

14. TYPE OF REPORTING PERSON*

OO - Other

- (1) The percentage ownership is based upon 10,029,204 issued and outstanding shares as reported by the Issuer in its filing on Form 10-K for the fiscal year ended December 31, 2005.

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13D

CUSIP No. 878311 10 9

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1. NAME OF REPORTING PERSON:

Andrew R. Siegel

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)

☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION

A United States Citizen

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER

912,545

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

912,545

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

912,545

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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.1%(1)

14. TYPE OF REPORTING PERSON*

IN, HC

(1) The percentage ownership is based upon 10,029,204 issued and outstanding shares as reported by the Issuer in its filing on Form 10-K for the fiscal year ended December 31, 2005.

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13D

CUSIP No. 878311 10 9

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1. NAME OF REPORTING PERSON:

James A. Lynch

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

(a) []

(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS*

PF

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

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

A United States Citizen

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER

5,000

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

5,000

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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5,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.05%(1)

14. TYPE OF REPORTING PERSON*

IN

(1) The percentage ownership is based upon 10,029,204 issued and outstanding shares as reported by the Issuer in its filing on Form 10-K for the fiscal year ended December 31, 2005.

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AMENDMENT NO. 5 TO SCHEDULE 13D

TechTeam Global, Inc.

This amendment ("Amendment No. 5") amends the Schedule 13D previously filed on December 16, 2005, as amended by Amendment No. 1 filed on December 20, 2005, Amendment No. 2 filed January 9, 2006, Amendment 3 filed February 24, 2006 and Amendment No. 4 filed on March 9, 2006, by Costa Brava Partnership III L.P. ("Costa Brava"), Roark, Rearden & Hamot, LLC, Seth W. Hamot, Andrew R. Siegel and James A. Lynch with the Securities and Exchange Commission with respect to the shares of common stock, \$0.01 par value (the "Common Stock"), of TechTeam Global, Inc., a Delaware corporation (the "Issuer"). Each of the parties listed in the immediately preceding sentence is referred to individually as a "Filer" and collectively as the Filers.

Item 4. Purpose of Transaction.

This Item 4 is hereby amended by adding the following:

On May 4, 2006, the Issuer entered into a Settlement Agreement with Costa Brava ("Settlement Agreement"), resolving the contest between the slate of nominees proposed by the Issuer and the slate of nominees proposed by Costa Brava (the "Proxy Contest").

Under the terms of the Settlement Agreement, Costa Brava agreed to withdraw its slate of nominees, and the Company agreed to nominate the following individuals to stand for election at the Company's Annual Meeting on June 14, 2006 ("Annual Meeting"): William C. Brown, the Company's President and Chief Executive Officer, General John P. Jumper (USAF Ret.), James A. Lynch, Alok Mohan, Andrew R. Siegel, Kent Heyman, Richard R. Widgren and James G. Roche. Messrs. Lynch, Mohan, Siegel and Heyman were candidates on the Costa Brava slate of nominees it announced on February 23, 2006.

Further, the Settlement Agreement also provides that 1) the Issuer will reimburse Costa Brava up to \$700,000 for their expenses incurred as a result of the Proxy Contest and its request for the production of the Issuer's books and

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records; 2) Mr. Mohan will serve as the Chairman of the Issuer from June 14, 2006 through the first meeting of the Board of Directors after January 1, 2007, at which point, the Board of Directors will again elect a chairman; 3) Costa Brava will stay its pending litigation until the Annual Meeting has been held, and dismiss it thereafter; and 4) Costa Brava and the Issuer provide a general release against claims resulting from or arising out of the Proxy Contest.

The Filers have no current plans to seek or propose, but may in the future consider, other alternatives for their investment in the Issuer. The Filers further reserves the right to increase, decrease or eliminate their investment in the Issuer or take any other action relative thereto.

Item 5. Interest in Securities of the Issuer.

(a) Costa Brava, Roark, Rearden & Hamot, LLC, Mr. Hamot and Mr. Siegel are the beneficial owners of 912,545 shares of Common Stock (approximately 9.1% of the shares of Common Stock outstanding as reported in the Issuer's filing on Form 10-K for the fiscal year ended December 31, 2005). Mr. Lynch is the beneficial owner of 5,000 shares of Common Stock (approximately 0.05% of the shares of Common Stock outstanding as reported in the Issuer's filing on Form 10-K for the fiscal year ended December 31, 2005).

(b) Costa Brava, Roark, Rearden & Hamot, LLC, Mr. Hamot and Mr. Siegel have the sole power to vote and sole power to dispose of 912,545 shares of Common Stock. Mr. Lynch has the sole power to vote and sole power to dispose of 5,000 shares of Common Stock.

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(c) During the past 60 days, Costa Brava, Roark, Rearden & Hamot, LLC, Mr. Hamot and Mr. Siegel have bought shares of Common Stock of the Issuer in a series of open-market transactions on NASDAQ. The transaction dates, number of shares bought and sold, prices per share and type of transaction during that period are set forth on Exhibit 99.7 hereto. During the past 60 days, Mr. Lynch has not purchased or sold shares of Common Stock of the Issuer.

Item 7. Material to be Filed as Exhibits.

Exhibit A	Agreement Regarding the Joint Filing of Schedule 13D.*
Exhibit B	Information concerning the Filer's transactions for the period from October 18, 2005 to December 16, 2005.*
Exhibit A	Agreement Regarding the Joint Filing of Schedule 13D.*
Exhibit 99.1	Letter to Board of Directors.*
Exhibit A	Agreement Regarding the Joint Filing of Schedule 13D.*
Exhibit 99.1	Letter to the Secretary of the Issuer dated January 9, 2006.*
Exhibit 1	Agreement Regarding the Joint Filing of Schedule 13D.*
Exhibit 2	Letter to the Secretary of the Issuer dated February 7, 2006.*
Exhibit 3	First Amended Complaint filed by Costa Brava Partnership III, L.P. in the Court of Chancery of the State of Delaware against TechTeam Global, Inc.*

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- Exhibit 4 Notification Letter from Costa Brava Partnership III, L.P. to the Issuer dated February 24, 2006.*
- Exhibit 99.2 Agreement Regarding the Joint Filing of Schedule 13D.*
- Exhibit 99.3 Demand Letter from Costa Brava Partnership III, L.P. to the Issuer dated February 24, 2006.*
- Exhibit 99.4 Complaint filed by Costa Brava Partnership III, L.P. in the Court of Chancery of the State of Delaware against TechTeam Global, Inc.*
- Exhibit 99.5 Supplemental Letter from Costa Brava Partnership III, L.P. to the Issuer dated March 9, 2006.*
- Exhibit 99.6 Agreement Regarding the Joint Filing of Schedule 13D.
- Exhibit 99.7 Information concerning the Filers' transactions during for the period from March 10, 2006 to May 10, 2006.

* Filed with an earlier version of this Schedule 13D.

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Signature

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

DATED: May 10, 2006

COSTA BRAVA PARTNERSHIP III, L.P.
By: Roark, Rearden & Hamot, LLC
its General Partner

By: /s/ SETH W. HAMOT

Seth W. Hamot
President

SETH W. HAMOT

By: /s/ SETH W. HAMOT

Seth W. Hamot

ROARK, REARDEN & HAMOT, LLC

By: /s/ SETH W. HAMOT

Seth W. Hamot
President

JAMES A. LYNCH

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By: /s/ JAMES A. LYNCH

James A. Lynch

ANDREW R. SIEGEL

By: /s/ ANDREW R. SIEGEL

Andrew R. Siegel

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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EXHIBIT INDEX

The following documents are filed herewith or incorporated by reference

Exhibit/Description	Page
(Exhibit A) Agreement Regarding the Joint Filing of Schedule 13D.	Exhibit A to Schedule 13D filed on December 16, 2005.
(Exhibit B) Information concerning the Filer's transactions for the period from October 18, 2005 to December 16, 2005.	Exhibit B to Schedule 13D filed on December 16, 2005.
(Exhibit A) Agreement Regarding the Joint Filing of Schedule 13D.	Exhibit A to the Amendment on Schedule 13D filed on December 19, 2006.
(Exhibit 99.1) Letter to Board of Directors.	Exhibit 99.1 to the Amendment of Schedule 13D filed on December 19, 2006.
(Exhibit A) Agreement Regarding the Joint Filing of Schedule 13D.	Exhibit A to the Amendment of Schedule 13D filed on January 9, 2006.
(Exhibit 99.1) Letter to the Secretary of the Issuer dated January 9, 2006.	Exhibit 99.1 to the Amendment of Schedule 13D filed on January 9, 2006.
(Exhibit 1) Agreement Regarding the Joint Filing of Schedule 13D.	Exhibit 1 to the Amendment of Schedule 13D filed on February 24, 2006.

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(Exhibit 2) Letter to the Secretary of the Issuer dated February 7, 2006.

Exhibit 2 to the Amendment of Schedule 13D filed on February 24, 2006.

(Exhibit 3) First Amended Complaint filed by Costa Brava Partnership III, L.P. in the Court of Chancery of the State of Delaware against TechTeam Global, Inc.

Exhibit 3 to the Amendment of Schedule 13D filed on February 24, 2006.

(Exhibit 4) Notification Letter from Costa Brava Partnership III, L.P. to the Issuer dated February 24, 2006.

Exhibit 4 to the Amendment of Schedule 13D filed on February 24, 2006.

(Exhibit 99.2) Agreement Regarding the Joint Filing of Schedule 13D.

Exhibit 99.2 to the Amendment of Schedule 13D filed on March 9, 2006.

(Exhibit 99.3) Demand Letter from Costa Brava Partnership III, L.P. to the Issuer dated February 24, 2006.

Exhibit 99.3 to the Amendment of Schedule 13D filed on March 9, 2006.

(Exhibit 99.4) Complaint filed by Costa Brava Partnership III, L.P. in the Court of Chancery of the State of Delaware against TechTeam Global, Inc.

Exhibit 99.4 to the Amendment of Schedule 13D filed on March 9, 2006;

(Exhibit 99.5) Supplemental Letter from Costa Brava Partnership III, L.P. to the Issuer dated March 9, 2006.

Exhibit 99.5 to the Amendment of Schedule 13D filed on March 9, 2006.

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Exhibit/Description	Page
(Exhibit 99.6) Agreement Regarding the Joint Filing of Schedule 13D.	Exhibit 99.6 hereto.
(Exhibit 99.7) Information concerning the Filers' transactions for the period from March 10, 2006 to May 10, 2006.	Exhibit 99.7 hereto.

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AGREEMENT REGARDING
THE JOINT FILING OF SCHEDULE 13D

The undersigned hereby agree as follows:

(i) Each of them is individually eligible to use the Schedule 13D to which this Exhibit is attached, and such Schedule 13D is filed on behalf of each of them; and

(ii) Each of them is responsible for the timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated: May 10, 2006

COSTA BRAVA PARTNERSHIP III L.P.

By: Roark, Rearden & Hamot, LLC,
its General Partner

By: /s/ SETH W. HAMOT

Seth W. Hamot
President

SETH W. HAMOT

By: /s/ SETH W. HAMOT

Seth W. Hamot

ROARK, REARDEN & HAMOT, LLC

By: /s/ SETH W. HAMOT

Seth W. Hamot
President

JAMES A. LYNCH

By: /s/ JAMES A. LYNCH

James A. Lynch

ANDREW R. SIEGEL

By: /s/ ANDREW R. SIEGEL

Andrew R. Siegel

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FILERS' TRANSACTIONS FROM MARCH 10, 2006 to MAY 10, 2006

Transactions of Costa Brava, Roark, Rearden & Hamot, LLC, Mr. Hamot and

Mr. Siegel

Date of Transaction	Shares of Common Stock Bought (Sold)	Price Per Share	Type of Transaction
May 9, 2006	6,200	\$10.07	Open Market Purchase
May 10, 2006	32,402	\$10.31	Open Market Purchase

Transactions of Mr. Lynch

None