NAUTILUS, INC.
Form SC 13D/A
August 07, 2008

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

SCHEDULE 13D

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

Nautilus, Inc.

(Name of Issuer)

Common Stock, No Par Value

(Title of Class of Securities)

63910B102

(CUSIP Number)

Jason G. Bernzweig

SCSF Equities, LLC

5200 Town Center Circle, Suite 600

Boca Raton, Florida 33486

(561) 394-0550

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

August 5, 2008

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-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 Notes).

SCHEDULE 13D

CUSIP No. 63910B102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
SCSF Equities, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) x

3. SEC Use Only

4. Source of Funds (See Instructions)
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power
-0- (See Item 5)

8. Shared Voting Power
2,024,792 (See Item 5)

9. Sole Dispositive Power
-0- (See Item 5)

10. Shared Dispositive Power
2,024,792 (See Item 5)

11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,024,792 (See Item 5)

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

13. Percent of Class Represented by Amount in Row (11)
6.4%

14. Type of Reporting Person (See Instructions)
PN

SCHEDULE 13D

CUSIP No. 63910B102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Sun Capital Securities Offshore Fund, Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) x

3. SEC Use Only

4. Source of Funds (See Instructions)
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization
Cayman Islands

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power
-0- (See Item 5)

8. Shared Voting Power
2,024,792 (See Item 5)

9. Sole Dispositive Power
-0- (See Item 5)

10. Shared Dispositive Power
2,024,792 (See Item 5)

11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,024,792 (See Item 5)

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

13. Percent of Class Represented by Amount in Row (11)
6.4%

14. Type of Reporting Person (See Instructions)
CO

SCHEDULE 13D

CUSIP No. 63910B102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Sun Capital Securities Fund, LP

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) x

3. SEC Use Only

4. Source of Funds (See Instructions)
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power
-0- (See Item 5)

8. Shared Voting Power
2,024,792 (See Item 5)

9. Sole Dispositive Power
-0- (See Item 5)

10. Shared Dispositive Power
2,024,792 (See Item 5)

11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,024,792 (See Item 5)

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

13. Percent of Class Represented by Amount in Row (11)
6.4%

14. Type of Reporting Person (See Instructions)
PN

SCHEDULE 13D

CUSIP No. 63910B102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Sun Capital Securities Advisors, LP

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) x

3. SEC Use Only

4. Source of Funds (See Instructions)
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power
-0- (See Item 5)

8. Shared Voting Power
2,024,792 (See Item 5)

9. Sole Dispositive Power
-0- (See Item 5)

10. Shared Dispositive Power
2,024,792 (See Item 5)

11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,024,792 (See Item 5)

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

13. Percent of Class Represented by Amount in Row (11)
6.4%

14. Type of Reporting Person (See Instructions)
PN

SCHEDULE 13D

CUSIP No. 63910B102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Sun Capital Securities, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) x

3. SEC Use Only

4. Source of Funds (See Instructions)
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power
-0- (See Item 5)

8. Shared Voting Power
2,024,792 (See Item 5)

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

13. Percent of Class Represented by Amount in Row (11)
6.4%

14. Type of Reporting Person (See Instructions)
PN

SCHEDULE 13D

CUSIP No. 63910B102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Marc J. Leder

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) x

3. SEC Use Only

4. Source of Funds (See Instructions)
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization
United States

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power
-0- (See Item 5)

8. Shared Voting Power
2,024,792 (See Item 5)

9. Sole Dispositive Power
-0- (See Item 5)

10. Shared Dispositive Power
2,024,792 (See Item 5)

11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,024,792 (See Item 5)

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

13. Percent of Class Represented by Amount in Row (11)
6.4%

14. Type of Reporting Person (See Instructions)
IN

SCHEDULE 13D

CUSIP No. 63910B102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Rodger R. Krouse

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) x

3. SEC Use Only

4. Source of Funds (See Instructions)
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization
United States

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power
-0- (See Item 5)

8. Shared Voting Power
2,024,792 (See Item 5)

9. Sole Dispositive Power
-0- (See Item 5)

10. Shared Dispositive Power
2,024,792 (See Item 5)

11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,024,792 (See Item 5)

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

13. Percent of Class Represented by Amount in Row (11)
6.4%

14. Type of Reporting Person (See Instructions)
IN

This Amendment No. 5 relates to and amends the Statement of Beneficial Ownership on Schedule 13D, previously filed on November 6, 2006 as amended by Amendment No. 1 previously filed on April 23, 2007, Amendment No. 2 previously filed on June 26, 2007, Amendment No. 3 previously filed on June 28, 2007 and Amendment No. 4 previously filed on July 24, 2008 (as amended, the Schedule 13D), of SCSF Equities, LLC, a Delaware limited liability company (SCSF Equities), Sun Capital Securities Offshore Fund, Ltd., a Cayman Islands corporation (Sun Offshore Fund), Sun Capital Securities Fund, LP, a Delaware limited partnership (Sun Securities Fund), Sun Capital Securities Advisors, LP, a Delaware limited partnership (Sun Advisors), Sun Capital Securities, LLC, a Delaware limited liability company (Sun Capital Securities), Marc J. Leder (Leder) and Rodger R. Krouse (Krouse) (collectively, the Reporting Persons), with respect to the Common Stock, no par value (the Common Stock), of Nautilus, Inc., a Washington corporation (the Issuer).

Items 5 and 7 of the Schedule 13D are hereby amended to the extent hereinafter expressly set forth. All capitalized terms used and not expressly defined herein have the respective meanings ascribed to such terms in the Schedule 13D

Item 5. Interest in Securities of the Issuer

(a)-(b) On August 5, 2008, the Reporting Persons sold shares of Common Stock decreasing the total number of shares owned by the Reporting Persons on such date to 2,305,669 shares of Common Stock, or approximately 7.3% of the Issuer s outstanding Common Stock. As of the date hereof, the Reporting Persons beneficially own and have shared power to vote and shared power of disposition over all 2,024,792 shares of Common Stock.

(c) Except for the transactions described herein and in the Schedule 13D, there have been no other transactions in the securities of the Issuer effected by the Reporting Persons during the past 60 days. On July 24, 2008, the Reporting Persons sold 39,000 shares of Common Stock at an average price per share of $5.66. On August 1, 2008, the Reporting Persons sold 183,268 shares of Common Stock at an average price per share of $6.04. On August 4, 2008, the Reporting Persons sold 15,900 shares of Common Stock at an average price per share of $5.64. On August 5, 2008, the Reporting Persons sold 184,600 shares of Common Stock at an average price per share of $5.65. On August 6, 2008, the Reporting Persons sold 100,000 shares of Common Stock at an average price per share of $5.60. On August 7, 2008, the Reporting Persons sold 180,877 shares of Common Stock at an average price per share of 5.74. The transactions were effected by SCSF Equities and were open market sales on the New York Stock Exchange.

(d) Except as stated within this Item 5, to the knowledge of the Reporting Persons, only the Reporting Persons have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, the shares of Common Stock of the Issuer reported by this statement.

(e) Inapplicable.

Item 7. Materials to Be Filed as Exhibits

Exhibit A Joint Filing Agreement, dated April 23, 2007, by and among each of the Reporting Persons (incorporated by reference to Exhibit A to Amendment No. 1 to the Schedule 13D filed by the Reporting Persons on

April 23, 2007).

Exhibit B Limited Power of Attorney, dated December 29, 2006, by and among the Reporting Persons (incorporated by reference to Exhibit B to Amendment No. 2 to the Schedule 13D filed by the Reporting Persons with respect to the Issuer on June 26, 2007).

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: August 7, 2008

SCSF Equities, LLC

By: *
Name: Marc J. Leder
Its: Co-CEO

Sun Capital Securities Offshore Fund, Ltd.

By: *
Name: Marc J. Leder
Its: Director

Sun Capital Securities Fund, LP

By: Sun Capital Securities Advisors, LP
Its: General Partner

By: Sun Capital Securities, LLC
Its: General Partner

By: *
Name: Marc J. Leder
Its: Co-CEO

Sun Capital Securities Advisors, LP

By: Sun Capital Securities, LLC
Its: General Partner

By: *
Name: Marc J. Leder
Its: Co-CEO

Sun Capital Securities, LLC

By: *
Name: Marc J. Leder
Its: Co-CEO

*
Marc J. Leder

*
Rodger R. Krouse

The undersigned, by signing his name hereto, does sign and execute this Amendment No. 5 to Schedule 13D pursuant to the Limited Power of Attorney executed by the above Reporting Persons and filed herewith on behalf of the Reporting Persons.

Dated: August 7, 2008

*By: /s/ Brian J. Gavsie, Attorney in Fact
Brian J. Gavsie