

Edgar Filing: PEAK INTERNATIONAL LTD - Form SC 13G/A

PEAK INTERNATIONAL LTD
Form SC 13G/A
February 14, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934
AMENDMENT NO. 4

PEAK INTERNATIONAL LIMITED

(Name of Issuer)

Common Stock

(Title of Class of Securities)

G69586108

(CUSIP Number)

December 31, 2001

(Date of Event which Requires Filing
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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| | | |
|----|---|--|
| 1) | Names of Reporting Person. Identification No. of Above Person (entities only) | L-R MANAGERS, LLC IRS IDENTIFICATION NO.: 13-3951008 |
|----|---|--|

| | | |
|----|---|------------------------|
| 2) | Check the Appropriate Box if a Member of a Group (See Instructions) | (a) _____ (b) _____ |
|----|---|------------------------|

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NOT APPLICABLE

| | | | |
|-----|---|------------------------------|-------------------------|
| 3) | SEC Use Only | | |
| 4) | Citizenship or Place of Organization | DELAWARE | |
| | Number of Shares Beneficially Owned by Each Reporting Person With | (5) Sole Voting Power | 875,692 |
| | | (6) Shared Voting Power | 0 |
| | | (7) Sole Dispositive Power | 875,692 |
| | | (8) Shared Dispositive Power | 0 |
| 9) | Aggregate Amount Beneficially Owned by Each Reporting Person | | 875,695 (See Item 8) |
| 10) | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | | NOT APPLICABLE |
| 11) | Percent of Class Represented by Amount in Row (9) | | 6.9% |
| 12) | Type of Reporting Person (See Instructions) | | IA |

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- ITEM 1(A) NAME OF ISSUER:
PEAK INTERNATIONAL LIMITED (the "Issuer")
- ITEM 1(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
44091 Nobel Drive
Fremont, California 95438
- ITEM 2(A) NAME OF PERSON FILING:
L-R Managers, LLC ("L-R Managers")
- ITEM 2(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
320 Park Avenue, 28th Floor
New York, New York 10022
- ITEM 2(C) CITIZENSHIP:
Delaware limited liability company
- ITEM 2(D) TITLE OF CLASS OF SECURITIES:
Common Stock
- ITEM 2(E) CUSIP NUMBER:

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ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE FILING PERSON IS A:

- (a) Broker or dealer registered under Section 15 of the Exchange Act
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act
- (d) Investment company registered under Section 8 of the Investment Company Act
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E)
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F)

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- (g) A parent holding company or control person in accordance with Rule 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 Federal Deposit Insurance Act
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J)

ITEM 4. OWNERSHIP.

As of December 31, 2001 and February 12, 2002, L-R Managers' holdings in the Issuer are as follows:

- (a) Amount beneficially owned: 875,692 shares of Common Stock
- (b) Percent of class: 6.9%, based on 12,661,724 shares of the Issuer's Common Stock outstanding as reported in the Issuer's quarterly report on Form 10-Q for the quarter ended December 31, 2001.
- (c) Number of shares as to which L-R Managers has:
 - (i) Sole power to vote or direct the vote: 875,692 shares
 - (ii) Shared power to vote or to direct the vote: 0 shares
 - (iii) Sole power to dispose or to direct the disposition of: 875,692 shares
 - (iv) Shared power to dispose or to direct the disposition of: 0 shares

ITEM 5. OWNERSHIP OF FIVE PERCENT OF LESS OF A CLASS.

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Not applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

L-R Managers is making this filing on behalf of L-R Global Partners L.P. ("L-R Global"), a Delaware limited partnership, which owns 875,692 shares of Common Stock of the Issuer, which represents more than 5% of the outstanding common shares of the Issuer. L-R Global has the sole right to receive dividends from, and the proceeds from the sale of, the securities of the Issuer owned of record by L-R Global.

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ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

L-R Managers previously reported that it may be deemed to be acting as a group with respect to the securities of the Issuer due to an affiliation with Rockefeller & Co., Inc. ("R&Co."), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, as amended, and J. Murray Logan, the investment manager of L-R Managers and an employee of R&Co. Effective December 31, 2001, R&Co. withdrew as a member of L-R Managers and J. Murray Logan retired from R&Co. Thus, to the extent that R&Co. and L-R Managers may have been deemed to be a group under Section 13 of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, such group no longer exists. All further filings with respect to transactions in the securities of the issuer will be filed, if required, by each party in its individual capacity.

ITEM 9. NOTIFICATION OF DISSOLUTION OF A GROUP.

See Item 8.

ITEM 10. CERTIFICATIONS.

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.

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 as of February 12, 2002

L-R MANAGERS, LLC

By: /s/ J. Murray Logan

Name: J. Murray Logan
Title: Investment Manager