

OMNI ENERGY SERVICES CORP
Form SC 13D/A
March 12, 2004

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

AMENDMENT NO. 5

TO

SCHEDULE 13D

Under the Securities Exchange Act of 1934

OMNI Energy Services Corp.

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

68210T109

(CUSIP Number)

Michael T. Johnson

909 Poydras Street, Suite 2230

New Orleans, Louisiana 70112

504-522-4850

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

March 10, 2004

(Date of Event which Requires Filing of this Statement)

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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 .

CUSIP No. 68210T109

1. Name of Reporting Persons. I.R.S. Identification No. of above persons (entity only).

Steven T. Stull
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) X
 - (b)
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) N/A
6. Citizenship or Place of Organization United States
 7. Sole Voting Power 8,000
 8. Shared Voting Power 1,651,119
 9. Sole Dispositive Power 8,000
 10. Shared Dispositive Power 1,651,119

Number of Shares

Beneficially Owned by

Each Reporting Person with
11. Aggregate Amount Beneficially Owned by Each Reporting Person 1,659,119
12. Check if the Aggregate Amount in Row (11) Excludes Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11) 15.8%
14. Type of Person Reporting (See Instructions) IN

CUSIP No. 68210T109

1. Name of Reporting Person

Advantage Capital Partners II Limited Partnership

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I.R.S. Identification No. of above person: 72-1236549

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

(a) X

(b)

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) _____

6. Citizenship or Place of Organization United States

7. Sole Voting Power 0

Number of 8. Shared Voting Power 97,994

Shares 9. Sole Dispositive Power 0

Beneficially 10. Shared Dispositive Power 97,994

Owned by

Each Reporting

11. Person with Aggregate Amount Beneficially Owned by Each Reporting Person 97,994

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

13. Percent of Class Represented by Amount in Row (11) 1.08%

14. Type of Person Reporting (See Instructions) PN

CUSIP No. 68210T109

1. Name of Reporting Person

Advantage Capital Corporation

I.R.S. Identification No. of above person: 72-1201602

2. Check the Appropriate Box if a Member of a Group (See Instructions)
- (a) X
- (b)
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) _____
6. Citizenship or Place of Organization United States
- | | | | |
|--------------|-----|--------------------------|--------|
| | 7. | Sole Voting Power | 0 |
| Number of | 8. | Shared Voting Power | 97,994 |
| Shares | 9. | Sole Dispositive Power | 0 |
| Beneficially | 10. | Shared Dispositive Power | 97,994 |
| Owned by | | | |
- Each Reporting
11. Person with Aggregate Amount Beneficially Owned by Each Reporting Person 97,994
12. Check if the Aggregate Amount in Row (11) Excludes Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11) 1.08%
14. Type of Person Reporting (See Instructions) CO
-

CUSIP No. 68210T109

1. Name of Reporting Person
- Advantage Capital Partners III Limited Partnership

I.R.S. Identification No. of above person: 72-1264304

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

(a) X

(b)

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) _____

6. Citizenship or Place of Organization United States

7. Sole Voting Power 0

Number of 8. Shared Voting Power 171,566

Shares 9. Sole Dispositive Power 0

Beneficially 10. Shared Dispositive Power 171,566

Owned by

Each Reporting

11. Person with Aggregate Amount Beneficially Owned by Each Reporting Person 171,566

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

13. Percent of Class Represented by Amount in Row (11) 1.88%

14. Type of Person Reporting (See Instructions) PN

CUSIP No. 68210T109

1. Name of Reporting Person

Advantage Capital Management Corporation

I.R.S. Identification No. of above person: 72-1262990

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

(a) X

(b)

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) _____

6. Citizenship or Place of Organization United States

7. Sole Voting Power 0

Number of 8. Shared Voting Power 171,566

Shares 9. Sole Dispositive Power 0

Beneficially 10. Shared Dispositive Power 171,566

Owned by

Each Reporting

11. Person with Aggregate Amount Beneficially Owned by Each Reporting Person 171,566

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

13. Percent of Class Represented by Amount in Row (11) 1.88%

14. Type of Person Reporting (See Instructions) CO

CUSIP No. 68210T109

1. Name of Reporting Person

Advantage Capital Partners VI Limited Partnership

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I.R.S. Identification No. of above person: 72-1402146

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

(a) X

(b)

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) _____

6. Citizenship or Place of Organization United States

7. Sole Voting Power 0

Number of 8. Shared Voting Power 808,356

Shares 9. Sole Dispositive Power 0

Beneficially 10. Shared Dispositive Power 808,356

Owned by

Each Reporting

11. Person with Aggregate Amount Beneficially Owned by Each Reporting Person 808,356

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

13. Percent of Class Represented by Amount in Row (11) 8.15%

14. Type of Person Reporting (See Instructions) PN

CUSIP No. 68210T109

1. Name of Reporting Person

Advantage Capital NOLA VI, L.L.C.

I.R.S. Identification No. of above person: 72-1400488

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

(a) X

(b)

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) _____

6. Citizenship or Place of Organization United States

7. Sole Voting Power 0

Number of 8. Shared Voting Power 808,356

Shares

9. Sole Dispositive Power 0

Beneficially

10. Shared Dispositive Power 808,356

Owned by

Each Reporting

11. Person with Aggregate Amount Beneficially Owned by Each Reporting Person 808,356

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

13. Percent of Class Represented by Amount in Row (11) 8.15%

14. Type of Person Reporting (See Instructions) OO

CUSIP No. 68210T109

1. Name of Reporting Person

Advantage Capital Partners VII Limited Partnership

I.R.S. Identification No. of above person: 72-1402410

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

(a) X

(b)

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) _____

6. Citizenship or Place of Organization United States

7. Sole Voting Power 0

Number of 8. Shared Voting Power 341,068

Shares 9. Sole Dispositive Power 0

Beneficially 10. Shared Dispositive Power 341,068

Owned by

Each Reporting

11. Person with Aggregate Amount Beneficially Owned by Each Reporting Person 341,068

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

13. Percent of Class Represented by Amount in Row (11) 3.61%

14. Type of Person Reporting (See Instructions) PN

CUSIP No. 68210T109

1. Name of Reporting Person

Advantage Capital NOLA VII, L.L.C.

I.R.S. Identification No. of above person: 72-1400489

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

(a) X

(b)

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) _____

6. Citizenship or Place of Organization United States

7. Sole Voting Power 0

Number of 8. Shared Voting Power 341,068

Shares 9. Sole Dispositive Power 0

Beneficially 10. Shared Dispositive Power 341,068

Owned by

Each Reporting

11. Person with Aggregate Amount Beneficially Owned by Each Reporting Person 341,068

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

13. Percent of Class Represented by Amount in Row (11) 3.61%

14. Type of Person Reporting (See Instructions) OO

CUSIP No. 68210T109

1. Name of Reporting Person

Advantage Capital Partners VIII Limited Partnership

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I.R.S. Identification No. of above person: 72-1402147

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

(a) X

(b)

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) _____

6. Citizenship or Place of Organization United States

7. Sole Voting Power 0

Number of 8. Shared Voting Power 15,467

Shares 9. Sole Dispositive Power 0

Beneficially 10. Shared Dispositive Power 15,467

Owned by

Each Reporting

11. Person with Aggregate Amount Beneficially Owned by Each Reporting Person 15,467

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

13. Percent of Class Represented by Amount in Row (11) 0.17%

14. Type of Person Reporting (See Instructions) PN

CUSIP No. 68210T109

1. Name of Reporting Person

Advantage Capital NOLA VIII, L.L.C.

I.R.S. Identification No. of above person: 72-1401236

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

(a) X

(b)

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) _____

6. Citizenship or Place of Organization United States

7. Sole Voting Power 0

Number of 8. Shared Voting Power 15,467

Shares 9. Sole Dispositive Power 0

Beneficially 10. Shared Dispositive Power 15,467

Owned by

Each Reporting

11. Person with Aggregate Amount Beneficially Owned by Each Reporting Person 15,467

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

13. Percent of Class Represented by Amount in Row (11) 0.17%

14. Type of Person Reporting (See Instructions) OO

CUSIP No. 68210T109

1. Name of Reporting Person

Advantage Capital Partners IX Limited Partnership.

I.R.S. Identification No. of above person: 72-1401733

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

(a) X

(b)

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) _____

6. Citizenship or Place of Organization United States

7. Sole Voting Power 0

Number of 8. Shared Voting Power 205,556

Shares 9. Sole Dispositive Power 0

Beneficially 10. Shared Dispositive Power 205,556

Owned by

Each Reporting

11. Person with Aggregate Amount Beneficially Owned by Each Reporting Person 205,556

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

13. Percent of Class Represented by Amount in Row (11) 2.21%

14. Type of Person Reporting (See Instructions) PN

CUSIP No. 68210T109

1. Name of Reporting Person

Advantage Capital NOLA IX, L.L.C.

I.R.S. Identification No. of above person: 72-1401731

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

(a) X

(b)

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) _____

6. Citizenship or Place of Organization United States

7. Sole Voting Power 0

Number of 8. Shared Voting Power 205,556

Shares 9. Sole Dispositive Power 0

Beneficially 10. Shared Dispositive Power 205,556

Owned by

Each Reporting

11. Person with Aggregate Amount Beneficially Owned by Each Reporting Person 205,556

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

13. Percent of Class Represented by Amount in Row (11) 2.21%

14. Type of Person Reporting (See Instructions) OO

CUSIP No. 68210T109

1. Name of Reporting Person

Advantage Capital Partners X Limited Partnership

I.R.S. Identification No. of above person: 72-1452790

2. Check the Appropriate Box if a Member of a Group (See Instructions)
- (a) X
- (b)
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) _____
6. Citizenship or Place of Organization United States
- | | | | |
|--------------|-----|--------------------------|--------|
| | 7. | Sole Voting Power | 0 |
| Number of | 8. | Shared Voting Power | 11,112 |
| Shares | 9. | Sole Dispositive Power | 0 |
| Beneficially | 10. | Shared Dispositive Power | 11,112 |
| Owned by | | | |
- Each Reporting
11. Person with Aggregate Amount Beneficially Owned by Each Reporting Person 11,112
12. Check if the Aggregate Amount in Row (11) Excludes Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11) 0.12%
14. Type of Person Reporting (See Instructions) PN
-

CUSIP No. 68210T109

1. Name of Reporting Person
- Advantage Capital NOLA X, L.L.C.

I.R.S. Identification No. of above person: 72-1452786

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

(a) X

(b)

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) _____

6. Citizenship or Place of Organization United States

7. Sole Voting Power 0

Number of 8. Shared Voting Power 11,112

Shares 9. Sole Dispositive Power 0

Beneficially 10. Shared Dispositive Power 11,112

Owned by

Each Reporting

11. Person with Aggregate Amount Beneficially Owned by Each Reporting Person 11,112

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

13. Percent of Class Represented by Amount in Row (11) 0.12%

14. Type of Person Reporting (See Instructions) OO

Item 1. Security and Issuer.

This statement relates to the common stock, \$.01 par value per share (the "Common Stock"), of OMNI Energy Services Corp. (the "Issuer"), a Louisiana corporation. The address of the principal executive offices of the Issuer is 4500 N.E. Evangeline Thruway, Carencro, Louisiana 70520.

Item 2. Identity and Background.

(a) Names of Reporting Persons:

Steven T. Stull

Advantage Capital Partners II Limited Partnership

Advantage Capital Corporation

Advantage Capital Partners III Limited Partnership

Advantage Capital Management Corporation

Advantage Capital Partners VI Limited Partnership

Advantage Capital NOLA VI, L.L.C.

Advantage Capital Partners VII Limited Partnership

Advantage Capital NOLA VII, L.L.C.

Advantage Capital Partners VIII Limited Partnership

Advantage Capital NOLA VIII, L.L.C.

Advantage Capital Partners IX Limited Partnership

Advantage Capital NOLA IX, L.L.C.

Advantage Capital Partners X Limited Partnership

Advantage Capital NOLA X, L.L.C.

(b) Principal Business Address of Reporting Persons

909 Poydras Street, Suite 2230

New Orleans, Louisiana 70112

(c) Mr. Stull is a founding partner of the Advantage Capital partnerships, which are institutional venture capital funds.

(d) The Reporting Persons have not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) during the past five years.

(e) The Reporting Persons have not been parties to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or

finding any violation with respect to such laws during the past five years.

(f) The Reporting Persons are United States citizens or are organized under the laws of a state of the United States.

Item 3. Source and Amount of Funds or Other Consideration.

N/A

Item 4. Purpose of Transaction.

Securities of the Issuer were acquired by the Reporting Persons for investment purposes. The purpose of this amendment is to reflect that 2,286 of the shares of Series B Preferred Stock previously reported as beneficially owned by Advantage Capital Partners VI Limited Partnership, Advantage Capital NOLA VI, L.L.C. and Steven T. Stull have been called for redemption.

(a)-(j) The Reporting Persons have no plans or proposals that relate to or that would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) As of March 12, 2004, the Reporting Persons beneficially owned shares of the Common Stock listed below:

Reporting Person	Number of Shares Beneficially Owned	Percentage of Shares Beneficially Owned	Shares Included Which Reporting Person has Right to Acquire

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Steven T. Stull	1,659,119	15.80%	1,389,559
Advantage Capital Partners II Limited Partnership	97,994	1.08%	0
Advantage Capital Corporation	97,994	1.08%	0
Advantage Capital Partners III Limited Partnership	171,566	1.88%	0
Advantage Capital Management Corporation	171,566	1.88%	0
Advantage Capital Partners VI Limited Partnership	808,356	8.15%	808,356
Advantage Capital NOLA VI, L.L.C.	808,356	8.15%	808,356
Advantage Capital Partners VII Limited Partnership	341,068	3.61%	341,068
Advantage Capital NOLA VII, L.L.C.	341,068	3.61%	341,068
Advantage Capital Partners VIII Limited Partnership	15,467	0.17%	15,467
Advantage Capital NOLA VIII, L.L.C.	15,467	0.17%	15,467
Advantage Capital Partners IX Limited Partnership	205,556	2.21%	205,556
Advantage Capital NOLA IX, L.L.C.	205,556	2.21%	205,556
Advantage Capital Partners X Limited Partnership	11,112	0.12%	11,112
Advantage Capital NOLA X, L.L.C.	11,112	0.12%	11,112

(b) See Items 7 through 10 of the Cover Pages for information as to the voting power and dispositive power of shares of Common Stock beneficially owned by each Reporting Persons.

(c) The Issuer called 2,286 of the Reporting Persons' shares of Series B Preferred Stock for redemption on March 10, 2004 in exchange for a payment of \$1,000 per share plus unpaid dividends of \$55.51 per share. No other transactions in the Issuer's securities have been effected by the Reporting Persons since the filing of Amendment No. 4 to this Schedule 13D on February 19, 2004.

(d) Other party with right to receive or direct receipt of dividends or proceeds:

Not applicable.

(e) Date Reporting Person ceased to beneficially own more than 5% of shares:

Not Applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

None

Item 7. Material to be Filed as Exhibits.

Exhibits

A A written agreement relating to the filing of a joint Amendment No. 5 to Schedule 13D as required by Rule 13d-1(f) under the Securities Exchange Act of 1934.

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct as of March 12, 2004.

March 12, 2004
Date

/s/ Stephen J. Bordes
Steven T. Stull,

By Stephen J. Bordes

with power of attorney

ADVANTAGE CAPITAL PARTNERS II

LIMITED PARTNERSHIP

By: Advantage Capital Corporation,
General Partner

By: /s/ Stephen J. Bordes
Steven T. Stull, President

By Stephen J. Bordes

with power of attorney

ADVANTAGE CAPITAL CORPORATION

By: /s/ Stephen J. Bordes
Steven T. Stull, President

By Stephen J. Bordes

with power of attorney

ADVANTAGE CAPITAL PARTNERS III

LIMITED PARTNERSHIP

By: Advantage Capital Management
Corporation, General Partner

By: /s/ Stephen J. Bordes
Steven T. Stull, President

By Stephen J. Bordes
with power of attorney

ADVANTAGE CAPITAL
MANAGEMENT CORPORATION

By: /s/ Stephen J. Bordes
Steven T. Stull, President

By Stephen J. Bordes
with power of attorney

ADVANTAGE CAPITAL PARTNERS VI
LIMITED PARTNERSHIP

By: Advantage Capital NOLA VI,
L.L.C., General Partner

By: /s/ Stephen J. Bordes
Steven T. Stull, President

By Stephen J. Bordes
with power of attorney

ADVANTAGE CAPITAL NOLA VI, L.L.C.

By: /s/ Stephen J. Bordes
Steven T. Stull, President

By Stephen J. Bordes
with power of attorney

ADVANTAGE CAPITAL PARTNERS VII
LIMITED PARTNERSHIP

By: Advantage Capital NOLA VII,
L.L.C., General Partner

By: /s/ Stephen J. Bordes
Steven T. Stull, President

By Stephen J. Bordes
with power of attorney

ADVANTAGE CAPITAL NOLA VII, L.L.C.

By: /s/ Stephen J. Bordes
Steven T. Stull, President

By Stephen J. Bordes
with power of attorney

ADVANTAGE CAPITAL PARTNERS VIII

LIMITED PARTNERSHIP

By: Advantage Capital NOLA VIII,
L.L.C., General Partner

By: /s/ Stephen J. Bordes
Steven T. Stull, President

By Stephen J. Bordes
with power of attorney

ADVANTAGE CAPITAL NOLA VIII, L.L.C.

By: /s/ Stephen J. Bordes
Steven T. Stull, President

By Stephen J. Bordes
with power of attorney

ADVANTAGE CAPITAL PARTNERS IX

LIMITED PARTNERSHIP

By: Advantage Capital NOLA IX,
L.L.C., General Partner

By: /s/ Stephen J. Bordes

Steven T. Stull, President

By Stephen J. Bordes

with power of attorney

ADVANTAGE CAPITAL NOLA IX, L.L.C.

By:

/s/ Stephen J. Bordes

Steven T. Stull, President

By Stephen J. Bordes

with power of attorney

ADVANTAGE CAPITAL PARTNERS X

LIMITED PARTNERSHIP

By:

Advantage Capital NOLA X,

L.L.C., General Partner

By:

/s/ Stephen J. Bordes

Steven T. Stull, President

By Stephen J. Bordes

with power of attorney

ADVANTAGE CAPITAL NOLA X, L.L.C.

By:

/s/ Stephen J. Bordes

Steven T. Stull, President

By Stephen J. Bordes

with power of attorney