

BFMA HOLDING CORP
Form SC 13D/A
July 30, 2001

OMB APPROVAL

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

SCHEDULE 13D

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

Morton's Restaurant Group, Inc.
(Name of Issuer)

Common Stock, \$.01 par value
(Title of Class of Securities)

619429 10 3
(CUSIP Number)

Barry W. Florescue
c/o BFMA Holding Corporation
50 East Sample Road, Suite 400
Pompano Beach, Florida 33064
(800) 675- 6115

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

July 27, 2001
(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 ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-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 ss. 240.13d-7(b) 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.

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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 (the "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. 619429 10 3

1) Name of Reporting Persons
I.R.S. Identification No. of Above Persons (entities only)

BFMA HOLDING CORPORATION

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)
WC

5) Check if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e) []

6) Citizenship or Place of Organization
DELAWARE

| | |
|--|------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person with | 7) Sole Voting Power |
| | 298,500 |
| | 8) Shared Voting Power |
| | 0 |
| | 9) Sole Dispositive Power |
| | 298,500 |
| | 10) Shared Dispositive Power |
| | 0 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person
298,500

12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

13) Percent of Class Represented by Amount in Row (11)
7.2%

14) Type of Reporting Person (See Instructions)
CO

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CUSIP No. 619429 10 3

1) Name of Reporting Persons
I.R.S. Identification No. of Above Persons (entities only)

FLORESCUE FAMILY CORPORATION

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)
WC

5) Check if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e) []

6) Citizenship or Place of Organization
NEVADA

| | |
|--|-------------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person with | 7) Sole Voting Power 29,100 |
| | 8) Shared Voting Power 0 |
| | 9) Sole Dispositive Power 29,100 |
| | 10) Shared Dispositive Power 0 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person
29,100

12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

13) Percent of Class Represented by Amount in Row (11)
0.7%

14) Type of Reporting Person (See Instructions)
CO

3

CUSIP No. 619429 10 3

1) Name of Reporting Persons
I.R.S. Identification No. of Above Persons (entities only)

BARRY W. FLORESCUE

2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) [X]

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(b) []

3) SEC Use Only

4) Source of Funds (See Instructions)
AF

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

| | |
|--|--|
| Number of Shares Beneficially Owned by Each Reporting Person with | 7) Sole Voting Power 327,600 |
| | 8) Shared Voting Power 56,300 |
| | 9) Sole Dispositive Power 327,600 |
| | 10) Shared Dispositive Power 56,300 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person
383,900

12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

13) Percent of Class Represented by Amount in Row (11)
9.3%

14) Type of Reporting Person (See Instructions)
IN

4

CUSIP No. 619429 10 3

1) Name of Reporting Persons
I.R.S. Identification No. of Above Persons (entities only)

NED L. SIEGEL

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)
AF

5) Check if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e) []

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6) Citizenship or Place of Organization
UNITED STATES

| | |
|--|------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person with | 7) Sole Voting Power |
| | 0 |
| | 8) Shared Voting Power |
| | 56,300 |
| 9) Sole Dispositive Power | |
| 0 | |
| 10) Shared Dispositive Power | |
| 56,300 | |

11) Aggregate Amount Beneficially Owned by Each Reporting Person
56,300

12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

13) Percent of Class Represented by Amount in Row (11)
1.4%

14) Type of Reporting Person (See Instructions)
IN

5

CUSIP No. 619429 10 3

1) Name of Reporting Persons
I.R.S. Identification No. of Above Persons (entities only)

RICHARD A. BLOOM

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)
AF

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

| | |
|-------------------------------------|------------------------|
| NUMBER OF SHARES BENEFICIALLY | 7) Sole Voting Power |
| | 5,000 |
| | 8) Shared Voting Power |

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OWNED BY 0
EACH -----
REPORTING 9) Sole Dispositive Power
PERSON 5,000
WITH -----
10) Shared Dispositive Power
0

11) Aggregate Amount Beneficially Owned by Each Reporting Person
5,000

12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

13) Percent of Class Represented by Amount in Row (11)
0.1%

14) Type of Reporting Person (See Instructions)
IN

6

CUSIP No. 619429 10 3

1) Name of Reporting Persons
I.R.S. Identification No. of Above Persons (entities only)

CHARLES W. MIERSCH

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)
AF

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

NUMBER OF 7) Sole Voting Power
SHARES 500

BENEFICIALLY 8) Shared Voting Power
OWNED BY 0
EACH -----
REPORTING 9) Sole Dispositive Power
PERSON 500
WITH -----
10) Shared Dispositive Power
0

11) Aggregate Amount Beneficially Owned by Each Reporting Person

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500

12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

13) Percent of Class Represented by Amount in Row (11)
0.0%

14) Type of Reporting Person (See Instructions)
IN

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This Amendment No. 5 to the Statement on Schedule 13D amends and supplements the Statement in Schedule 13D relating to the event date of January 25, 2001, filed by BFMA Holding Corporation, Florescue Family Corporation, Barry W. Florescue and Ned L. Siegel as amended by Amendment No. 1 relating to the event date of March 21, 2001, Amendment No. 2 relating to the event date of April 26, 2001, Amendment No. 3 relating to the event date of June 27, 2001 and Amendment No. 5 relating to the event date of July 19, 2001 (collectively, the "Schedule 13D"). Capitalized terms used herein and not defined herein shall have the meanings assigned thereto in the Schedule 13D.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Item 6 has been supplemented with the following:

On July 27, 2001, BFMA sent a letter to Morton's, a copy of which is attached hereto and incorporated by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit A. Agreement of Joint Filing.(1)

Exhibit B. Definitive Proxy Statement, dated April 26, 2001.(2)

Exhibit C. Letter from BFMA to Morton's, dated May 1, 2001.(2)

Exhibit D. Commitment Letter from Icahn Associates Corp., dated May 1, 2001.(2)

Exhibit E. Letter from BFMA to Greenhill & Co., LLC, dated June 27, 2001.(3)

Exhibit F. Letter from BFMA to Morton's, dated July 19, 2001.(4)

Exhibit G. Letter from BFMA to Morton's, dated July 27, 2001.

(1) Filed as an exhibit to Amendment No. 1 to the Statement on Schedule 13D.

(2) Filed as an exhibit to Amendment No. 2 to the Statement on Schedule 13D.

(3) Filed as an exhibit to Amendment No. 3 to the Statement on Schedule 13D.

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(4) Filed as an exhibit to Amendment No. 4 to the Statement on Schedule 13D.

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SIGNATURES

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned hereby certifies that the information set forth in this Schedule 13D is true, complete and correct.

Dated: July 27, 2001

BFMA HOLDING CORPORATION

By: /s/ Barry W. Florescue

Name: Barry W. Florescue
Title: Chief Executive Officer

FLORESCUE FAMILY CORPORATION

By: /s/ Barry W. Florescue

Name: Barry W. Florescue
Title: President

/s/ Barry W. Florescue

Barry W. Florescue

/s/ Ned L. Siegel

Ned L. Siegel

/s/ Richard A. Bloom

Richard A. Bloom

/s/ Charles W. Miersch

Charles W. Miersch

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