

Edgar Filing: ANDERSEN GROUP INC - Form SC 13G/A

ANDERSEN GROUP INC
Form SC 13G/A
February 13, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No 3) *

Andersen Group, Inc.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

033 501 107

(CUSIP Number)

February 14, 2002

(Date of Event Which Requires Filing of this Statement)

*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 the disclosures provided in a prior cover page.

The information required in 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).

1

SCHEDULE 13G

CUSIP No. 833 501 107

(1) Name of Reporting Persons I.R.S. Identification Nos. of Above Persons

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--- (entities only)

Miles P. Jennings, Jr.

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

(a) ☐

(b) ☐

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States of America

Number of Shares (5) Sole Voting Power 68,300

Beneficially owned (6) Shared Voting Power 85,000

by Each Reporting (7) Sole Dispositive Power 68,300

Person with (8) Shared Dispositive Power 85,000

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

153,300 1

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
---- (See Instructions) ☐

(11) Percent of Class Represented by Amount in Row (9)

7.3%

(12) Type of Reporting Person (See Instructions)

IN

2

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

[] Rule 13d-1(b)

[X] Rule 13d-1(c)

[] Rule 13d-1(d)

1 Includes 41,000 shares of Andersen Group, Inc. held jointly by Miles P. Jennings, Jr. and Carolyn L. Jennings. Also includes 44,000 shares owned by his wife, Carolyn L. Jennings. Miles P. Jennings, Jr. disclaims

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beneficial ownership of the aforementioned 44,000 shares.

SCHEDULE 13G

CUSIP No. 033 501 107

(1) Names of Reporting Persons I.R.S. Identification Nos. of Above Persons
--- (entities only)

Carolyn L. Jennings

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

(a) ☐

(b) ☐

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States of America

Number of Shares	(5)	Sole Voting Power 44,000
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Beneficially Owned	(6)	Shared Voting Power 109,300
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by Each Reporting	(7)	Sole Dispositive Power 44,000
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Person With	(8)	Shared Dispositive Power 109,300
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3

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

153,300 2

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See
---- Instructions) ☐

(11) Percent of Class Represented by Amount in Row 9

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7.3%

(12) Type of Reporting Person (See Instructions)

IN

(14) Check the appropriate box to designate the rule pursuant to which this ----
Schedule is filed:

- [] Rule 13d-1(b)
[X] Rule 13d-1(c)
[] Rule 13d-1(d)

2 Includes 41,000 shares of Andersen Group, Inc. held jointly by Miles P. Jennings, Jr. and Carolyn L. Jennings. Also includes 68,300 shares owned or held by her husband Miles P. Jennings, Jr. Carolyn L. Jennings disclaims beneficial ownership of the aforementioned 68,300 shares.

SCHEDULE 13G

CUSIP No. 033 501 107

Item 1

Item 1(a) Name of Issuer:

Andersen Group, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

515 Madison Avenue, Suite 2000, New York NY 10022

4

Item 2

2(a) Name of Person Filing: Miles P. Jennings, Jr. and Carolyn L. Jennings

2(b) Address or Principal Business Office or, if none, Residence:

4 Oakland Street, Bristol, Connecticut 06010

2(c) Citizenship:

United States of America

2(d) Title of Class of Securities:

Common Stock, \$.01 par value

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2(e) CUSIP No.: 033 501 107

Item 3.

If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check
whether the person filing is a:

- a. ☐ Broker or Dealer registered under Section 15 of the Act.
- b. ☐ Bank as defined in Section 3(a)(6) of the Act.
- c. ☐ Insurance Company as defined in Section 3(a)(19) of the Act.
- d. ☐ Investment company registered under Section 8 of the Investment Company Act of 1940.
- 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);
- g. ☐ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- h. ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- i. ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- j. ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- a. Amount Beneficially Owned: 153,300 3

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b. Percent of class: 7.3%

c. Number of shares as to which such person has:

- i. Miles P. Jennings, Jr. has sole power to vote or direct the vote of 68,300 shares. Carolyn L. Jennings has sole power to vote or to direct the vote of 44,000 shares.
- ii. Miles P. Jennings, Jr. has shared power to vote or to direct the vote of 85,000 shares. Carolyn L. Jennings has shared power to vote or to direct the vote of 109,300 shares.
- iii. Miles P. Jennings, Jr. has sole power to dispose or to direct the disposition of 68,300 shares. Carolyn L. Jennings has sole power to dispose or to direct the disposition of 44,000 shares.
- iv. Miles P. Jennings, Jr. has shared power to dispose or to direct the disposition of 85,000 shares. Carolyn L. Jennings has shared power to dispose or to direct the disposition of 109,300 shares.

3 See Footnotes 1 and 2 above

6

Item 5.

Ownership of 5 Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [].

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

Not Applicable

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

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the

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securities referred to above 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 February 14, 2002

.....
Signature /s/ Miles P. Jennings, Jr. /s/ Carolyn L. Jennings

.....
Name/Title Miles P. Jennings, Jr. Carolyn L. Jennings