

Edgar Filing: ARIES VENTURES INC - Form SC 13D

ARIES VENTURES INC
Form SC 13D
April 01, 2004

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

ARIES VENTURES INC.
(NAME OF ISSUER)

COMMON STOCK
(TITLE OF CLASS OF SECURITIES)

040373102
(CUSIP NUMBER)

ROBERT N. WEINGARTEN
C/O ARIES VENTURES INC.
28720 CANWOOD STREET, SUITE 207
AGOURA HILLS, CALIFORNIA 91301
(818) 879-6501

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE NOTICES
AND COMMUNICATIONS)

NOVEMBER 17, 2003
(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 which is the subject of this Schedule 13D/A, and is filing this schedule because of Rule 13d-1(b)(3) or (4), 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 Section 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.

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).

NOTE: This Schedule 13D is being filed solely as a result of the Issuer repurchasing from an institutional shareholder 1,279,755 shares of Common Stock and warrants to purchase 1,194,755 shares of Common Stock effective November 17, 2003.

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CUSIP NO. 040373102

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Robert N. Weingarten - SSN: 537-56-0789

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX 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 | |
| | | | 141,327 Shares* |
| | 8 | SHARED VOTING POWER | None. |
| NUMBER OF SHARES BENEFICIALLY OWNEN BY EACH REPORTING PERSON WITH | 9 | SOLE DISPOSITIVE POWER | |
| | | | 141,327 Shares* |
| | 10 | SHARED DISPOSITIVE POWER | None. |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

141,327 Shares*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN / /
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.5%**

14 TYPE OF REPORTING PERSON

IN

SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

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* The share amount listed above consists of an immediately exercisable stock option to purchase 141,327 shares of the Issuer's Common Stock.

** The percentage calculation listed above assumes exercise of the stock option held by Mr. Weingarten (but not the exercise of stock options held by others) pursuant to applicable Commission Rules.

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ITEM 1. SECURITY AND ISSUER.

Common Stock

Aries Ventures Inc.
28720 Canwood Street, Suite 207
Agoura Hills, California 91301

ITEM 2. IDENTITY AND BACKGROUND.

(a) through (f).

This statement is being filed by Robert N. Weingarten, an individual. Mr. Weingarten is a citizen of the United States of America. Mr. Weingarten is President and Chief Financial Officer of the Issuer. Mr. Weingarten's principal place of business is 28720 Canwood Street, Suite 207, Agoura Hills, California 91301.

During the past five years, Mr. Weingarten has not been convicted in any criminal proceedings or been subject to any judgment, decree or final order enjoining any future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation of such laws in a civil proceeding of a judicial or administrative body.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

No part of the purchase price for the securities was represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding, trading or voting the securities.

The stock option was issued to Mr Weingarten in conjunction with his services as an officer of the Company.

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ITEM 4. PURPOSE OF TRANSACTION.

Mr. Weingarten acquired such securities for investment purposes, and has no current plans to acquire any additional securities of the Issuer. Mr. Weingarten will continue to evaluate the Issuer's business and prospects, and based upon future developments (including, without limitation, the availability of funds, alternative uses of funds, and stock market and general economic conditions), Mr. Weingarten may, from time to time, acquire the Issuer's shares of Common Stock and may, from time to time, dispose of all or a portion of such shares held by him, or cease buying or selling such shares. Any additional purchases or sales of the Issuer's shares of Common Stock may be in the open market or

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pursuant to privately-negotiated transactions or otherwise.

Except as otherwise described in this Item 4, Mr. Weingarten has not formulated any plans or proposals which relate to or would result in any matter required to be disclosed in response to parts (a) through (j) of Item 4.

ITEM 5. INTEREST IN THE SECURITIES OF THE ISSUER.

- (a) Mr. Weingarten beneficially owns 141,327 shares of the Issuer's Common Stock, which constitutes 6.5% of the Issuer's Common Stock. This amount consists of a stock option to purchase 141,327 shares of the Issuer's Common Stock issued to Mr. Weingarten on November 1, 2000.
- (b) Mr. Weingarten has the power to vote or direct the vote of, and to dispose or direct the disposition of, all of the securities beneficially owned by him.
- (c) Not applicable.

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(d) Not applicable.

(e) 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.

None.

SIGNATURES

After reasonable inquiry and to the best of my or its knowledge and belief, the undersigned certify that the information set forth in this Statement is true, complete and correct.

Dated: April 1, 2004

/s/ Robert N. Weingarten

Robert N. Weingarten

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