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BRITESMILE INC  
Form SC 13D/A  
June 02, 2006

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

INFORMATION TO BE INCLUDED IN STATEMENTS  
FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS  
THERE TO FILED PURSUANT TO RULE 13d-2(a)

(AMENDMENT NO. 16 TO SCHEDULE 13D)

Under the Securities Exchange Act of 1934

BRITESMILE, INC.  
(Name of Issuer)

COMMON STOCK, PAR VALUE \$.001 PER SHARE  
(Title of Class of Securities)

110415106  
(CUSIP Number)

CRAIGH LEONARD, ESQ.  
Morrison & Foerster LLP  
1290 Avenue of the Americas  
NEW YORK, NEW YORK 10104-0050  
(212) 468-8007  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

June 1, 2006  
(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, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

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SCHEDULE 13D

CUSIP NO. 110415106

- (1) Name of reporting persons..... LCO INVESTMENTS LIMITED  
S.S. or I.R.S. identification  
Nos. of above persons.....
- (2) Check the appropriate box if a member of a group (see instructions)..... (a)  (b)
- (3) SEC use only.....

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- (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..... GUERNSEY, CHANNEL ISLANDS

Number of shares beneficially owned by each reporting person with:

- (7) Sole voting power..... 3,567,420 (which includes 341,668 shares subject to acquisition within 60 days on exercise of certain Warrants)
- (8) Shared voting power..... None
- (9) Sole dispositive power..... 3,567,420 (which includes 341,668 shares subject to acquisition within 60 days on exercise of certain Warrants)
- (10) Shared dispositive power..... None
- (11) Aggregate amount beneficially owned by each reporting person 3,567,420 (which includes 341,668 shares subject to acquisition within 60 days on exercise of certain Warrants)
- (12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)..... |\_ |
- (13) Percent of class represented by amount in Row (11)..... 33.82%
- (14) Type of reporting person (see instructions)..... CO

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SCHEDULE 13D

CUSIP NO. 110415106

- (1) Name of reporting persons..... THE ERSE TRUST  
S.S. or I.R.S. identification Nos. of above persons.....
- (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)..... Not applicable

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- (5) Check if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e).....
- (6) Citizenship or place of organization..... GUERNSEY, CHANNEL ISLANDS

Number of shares beneficially owned by each reporting person with:

- (7) Sole voting power..... None
- (8) Shared voting power..... None
- (9) Sole dispositive power..... None
- (10) Shared dispositive power..... None
- (11) Aggregate amount beneficially owned by each reporting person 3,567,420 (which includes 341,668 shares subject to acquisition within 60 days on exercise of certain Warrants)
- (12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions).....
- (13) Percent of class represented by amount in Row (11)..... 33.82%
- (14) Type of reporting person (see instructions)..... OO(Trust)

The inclusion of The ERSE Trust in this Statement shall not be construed as an admission that such party is, for purposes of Section 13(d) of the Securities Exchange Act of 1934, the beneficial owner of any securities covered by this Statement.

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SCHEDULE 13D

CUSIP NO. 110415106

- (1) Name of reporting persons..... CAP ADVISERS LIMITED  
S.S. or I.R.S. identification Nos. of above persons.....
- (2) Check the appropriate box if a member of a group (see instructions)..... (a)  (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).....

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(6) Citizenship or place of organization..... UNITED KINGDOM

Number of shares beneficially owned by each reporting person with:

(7) Sole voting power..... 52,053  
 (8) Shared voting power..... 39,636  
 (9) Sole dispositive power..... 52,053  
 (10) Shared dispositive power..... 39,636  
 (11) Aggregate amount beneficially owned by each reporting person 3,659,109 (which includes 341,668 shares subject to acquisition within 60 days on exercise of certain Warrants)  
 (12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)..... |\_  
 (13) Percent of class represented by amount in Row (11)..... 34.6%  
 (14) Type of reporting person (see instructions)..... CO

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SCHEDULE 13D

CUSIP NO. 110415106

(1) Name of reporting persons..... ANTHONY M. PILARO  
 S.S. or I.R.S. identification Nos. of above persons.....  
 (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)..... Not Applicable  
 (5) Check if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)..... |\_  
 (6) Citizenship or place of organization..... IRELAND

Number of shares beneficially owned by each reporting person with:

(7) Sole voting power..... None

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- (8) Shared voting power..... None
- (9) Sole dispositive power..... None
- (10) Shared dispositive power..... None
- (11) Aggregate amount beneficially owned by each reporting person 3,659,109 (which includes 341,668 shares subject to acquisition within 60 days on exercise of certain Warrants)
- (12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions).....
- (13) Percent of class represented by amount in Row (11)..... 34.6%
- (14) Type of reporting person (see instructions)..... IN

The inclusion of Anthony M. Pilaro in this Statement shall not be construed as an admission that such person is, for purposes of Section 13(d) of the Securities Exchange Act of 1934, the beneficial owner of any securities covered by this Statement.

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SCHEDULE 13D

CUSIP NO. 110415106

- (1) Name of reporting persons..... THE LCP II TRUST
- S.S. or I.R.S. identification  
Nos. of above persons.....
- (2) Check the appropriate box if a member of a group (see instructions)..... (a)  (b)
- (3) SEC use only.....
- (4) Source of funds (see instructions)..... Not Applicable
- (5) Check if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e).....
- (6) Citizenship or place of organization..... JERSEY, CHANNEL ISLANDS

Number of shares beneficially owned by each reporting person with:

- (7) Sole voting power..... 533,335
- (8) Shared voting power..... None

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(9) Sole dispositive power..... 533,335

(10) Shared dispositive power..... None

(11) Aggregate amount beneficially owned by each reporting person 533,335

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)..... |\_ |

(13) Percent of class represented by amount in Row (11)..... 5.06%

(14) Type of reporting person (see instructions)..... 00 (Trust)

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SCHEDULE 13D

CUSIP NO. 110415106

(1) Name of reporting persons..... AMP TRUST

S.S. or I.R.S. identification Nos. of above persons.....

(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..... JERSEY, CHANNEL ISLANDS

Number of shares beneficially owned by each reporting person with:

(7) Sole voting power..... 4,500

(8) Shared voting power..... None

(9) Sole dispositive power..... 4,500

(10) Shared dispositive power..... None

(11) Aggregate amount beneficially owned by each reporting person 4,500

(12) Check if the aggregate amount in Row (11) excludes certain shares

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- (see instructions)..... |\_ |
- (13) Percent of class represented by amount in Row (11)..... .04%
- (14) Type of reporting person (see instructions)..... 00 (Trust)

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SCHEDULE 13D

CUSIP NO. 110415106

- (1) Name of reporting persons..... CAP CHARITABLE FOUNDATION  
S.S. or I.R.S. identification  
Nos. of above persons.....
- (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)..... Not Applicable
- (5) Check if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)..... |\_ |
- (6) Citizenship or place of organization..... GUERNSEY, CHANNEL ISLANDS

Number of shares beneficially owned by each reporting person with:

- (7) Sole voting power..... 7,500
- (8) Shared voting power..... None
- (9) Sole dispositive power..... 7,500
- (10) Shared dispositive power..... None
- (11) Aggregate amount beneficially owned by each reporting person 7,500
- (12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)..... |\_ |
- (13) Percent of class represented by amount in Row (11)..... .07%
- (14) Type of reporting person (see instructions)..... 00 (Trust)

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SCHEDULE 13D

CUSIP NO. 110415205

- (1) Name of reporting persons..... EXCIMER VISION LEASING L.P.  
S.S. or I.R.S. identification  
Nos. of above persons.....
- (2) Check the appropriate box if a member of a group (see instructions)..... (a)  (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..... 318,170
- (8) Shared voting power..... None
- (9) Sole dispositive power..... 318,170
- (10) Shared dispositive power..... None
- (11) Aggregate amount beneficially owned by each reporting person 318,170
- (12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions).....
- (13) Percent of class represented by amount in Row (11)..... 3.01%
- (14) Type of reporting person (see instructions)..... PN

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SCHEDULE 13D

CUSIP NO. 110415205

- (1) Name of reporting persons..... CAP PROPERTIES LIMITED



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S.S. or I.R.S. identification  
Nos. of above persons.....

- (2) Check the appropriate box if a member of a group (see instructions)..... (a)  (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..... 318,170 \1
- (8) Shared voting power..... None
- (9) Sole dispositive power..... 318,170 \1
- (10) Shared dispositive power..... None
- (11) Aggregate amount beneficially owned by each reporting person 318,170 \1
- (12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions).....
- (13) Percent of class represented by amount in Row (11)..... 3.01%
- (14) Type of reporting person (see instructions)..... CO

\1 CAP Properties is the general partner of Excimer Vision Leasing, L.P. and has the sole right to vote the shares held directly by Excimer.

NOTE: This Amendment No. 16 amends a Statement on Schedule 13D originally filed on April 11, 1996 by LCO Investments Limited and others, as amended by an Amendment No. 1 filed on December 6, 1996, by an Amendment No. 2 filed on May 23, 1997, by an Amendment No. 3 filed on September 24, 1997, by an Amendment No. 4 filed on December 1, 1997, by an Amendment No. 5 filed on May 11, 1998, by an Amendment No. 6 filed on December 15, 1998, by an Amendment No. 7 filed on July 2, 1999, by an Amendment No. 8 filed on November 8, 1999, by an Amendment No. 9 filed on July 13, 2000, by an Amendment No. 10 filed on January 11, 2001, by an Amendment No. 11 filed on July 23, 2001, by an Amendment No. 12 filed on

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November 13, 2001, by an Amendment No. 13 filed on December 17, 2001, by an Amendment No. 14 filed on January 27, 2003 and by an Amendment No. 15 filed on January 7, 2004. This Amendment No. 16 is filed on behalf of LCO Investments Limited, The ERSE Trust, CAP Advisers Limited, Anthony M. Pilaro, the LCP II Trust, the AMP Trust, CAP Charitable Foundation, Excimer Vision Leasing L.P. and CAP Properties Limited .

This Amendment No. 16 is being filed to reflect (a) a change in the plans and proposals which the reporting persons have; and (b) to reflect the present beneficial interests of the reporting persons in BriteSmiles' outstanding Common stock. There has been no change in the information set forth in response to Items 1, 2, 3 or 6 of Schedule 13D. Accordingly, those Items are omitted from this Amendment No. 16.

The inclusion of The ERSE Trust and Anthony M. Pilaro shall not be construed as an admission that such parties are, for the purposes of Section 13(d) of the Securities Exchange Act of 1934, the beneficial owners of any securities covered by this Statement.

### Item 4. Purpose of Transaction.

The reporting persons may seek to acquire additional shares of BriteSmile's Common Stock in public or private purchases and/or to form a group with one or more holders of BriteSmile's Common Stock so that the reporting persons, alone or together with the members of a group, have the power to vote more than 50% of the outstanding shares of Brite Smile's Common Stock. The reporting persons may, alone or together with such group, consider and pursue any of the transactions specified in Item 4 of Schedule 13D including but not limited to taking BriteSmile private and terminating the registration of its Common Stock under the Securities and Exchange Act of 1934, as amended. In the event that the reporting persons, alone or together with the members of a group, hold more than 50% of the outstanding shares of BriteSmile's Common stock, they would have the power under BriteSmile's charter and bylaws to appoint the members of BriteSmile's Board of Directors and to authorize any transactions required to be approved by BriteSmile's stockholders, including a merger of BriteSmile with or into another entity and a sale of all or substantially all of BriteSmile's assets.

### Item 5. Interest in Securities of the Issuer.

#### Item 5(a)

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Item 5(a) is hereby amended to read in its entirety as follows:

Reference is made to the cover pages of this Statement for the aggregate number and the percentage of BriteSmile's outstanding Common Stock which is beneficially owned by each person listed in Item 2.

### Item 7. Material to be Filed as Exhibits

Exhibit E which was previously filed, is the Power of Attorney and Authorizing Agreement appointing Craig Leonard as Attorney-in-Fact and authorizing him to sign the Schedule 13D and all amendments thereto on behalf of LCO Investments, The ERSE Trust, CAP Advisers Limited and Anthony M. Pilaro.

Exhibit AA which was previously filed as an exhibit to the Form 3 filed by LCP II with respect to shares of Common Stock, is the Power of Attorney

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appointing Craigh Leonard as Attorney-in-Fact and authorizing him to sign the Schedule 13D and all amendments thereto on behalf of The LCP II Trust.

Exhibit CC which was previously filed as an exhibit to the Form 3 filed by AMP Trust with respect to shares of Common Stock, is the Power of Attorney appointing Craigh Leonard as Attorney-in-Fact and authorizing him to sign the Schedule 13D and all amendments thereto on behalf of AMP Trust.

Exhibit DD which was previously filed as an Exhibit to the Form 3 filed by CAP Charitable Foundation with respect to shares of Common Stock, is the Power of Attorney appointing Craigh Leonard as Attorney-in-Fact and authorizing him to sign the Schedule 13D and all amendments thereto on behalf of CAP Charitable Foundation.

Exhibit FF which was previously filed is the Amended and Restated Joint Filing Agreement among LCO Investments Limited, the ERSE Trust, CAP Advisers Limited, Anthony M. Pilaro, the LCP II Trust, the AMP Trust, CAP Charitable Foundation, Excimer Vision Leasing, L.P. and CAP Properties Limited, dated November 24, 2003.

Exhibit JJ is the Power of Attorney appointing Craigh Leonard as Attorney in Fact and authorizing him to sign the Schedule 13D and all amendments thereto on behalf of CAP Properties Limited and Excimer Vision Leasing L.P.

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Signatures

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

Dated: May 31, 2006

LCO INVESTMENTS LIMITED

By /s/Craigh Leonard

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Craigh Leonard, Attorney-in-Fact

THE ERSE TRUST

By /s/Craigh Leonard

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Craigh Leonard, Attorney-in-Fact

CAP ADVISERS LIMITED

By /s/Craigh Leonard

-----  
Craigh Leonard, Attorney-in-Fact

/s/Craigh Leonard

-----  
Anthony M. Pilaro, by Craigh Leonard,

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Attorney-in-Fact

LCP II TRUST

By: /s/Craigh Leonard

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Craigh Leonard, Attorney-in-Fact

AMP TRUST

By: /s/Craigh Leonard

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Craigh Leonard, Attorney-in-Fact

CAP CHARITABLE FOUNDATION

By: /s/Craigh Leonard

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Craigh Leonard, Attorney-in-Fact

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EXCIMER VISION LEASING L.P.

By: /s/Craigh Leonard

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Craigh Leonard, Attorney-in-Fact

CAP PROPERTIES LIMITED

By: /s/Craigh Leonard

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Craigh Leonard, Attorney-in-Fact

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