

GAMCO INVESTORS, INC. ET AL
Form SC 13D/A
January 22, 2019

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 8)*

GAMCO INVESTORS, INC. ET AL
(Name of Issuer)

CLASS A COMMON STOCK, \$.001 PAR VALUE
(Title of Class of Securities)

361438104
(CUSIP Number)

Philip M. Halpern, Esq.
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(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

January 18, 2019
(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 §§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 §240.13d-7 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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CUSIP No. 361438104

1. Names of Reporting Persons.
I.R.S. Identification Nos. of
above persons (entities only).

Frederick J. Mancheski

Check the Appropriate Box if a
Member of a Group (See

2. Instructions)
(a)
(b)

SEC Use Only

3. _____

Source of Funds (See

4. Instructions) OO

Check if Disclosure of Legal
Proceedings Is Required

5. Pursuant to Items 2(d) or 2(e)

Citizenship or Place

6. of Organization USA

Number of Shares Beneficially Owned by Each

7. Sole Voting Power 0

8. Shared Voting Power 0

9. Sole Dispositive Power 0

Reporting

| | | | |
|--------|-----|-------------|---|
| Person | | Shared | |
| With | 10. | Dispositive | |
| | | Power | 0 |

Aggregate Amount
Beneficially Owned by Each
11. Reporting Person

| | |
|---------------------------|---|
| Frederick J. Mancheski | 0 |
|---------------------------|---|

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

Percent of Class Represented
13. by Amount in Row (11) 0%

Type of Reporting Person (See
14. Instructions)

IN

EXPLANATORY STATEMENT

This Amendment No. 8 to Schedule 13D is being filed to report that, as a result of the death of Frederick J. Mancheski (the "Reporting Person") all of the shares of Class A Common Stock of Issuer as to which the Reporting Person had beneficial ownership are now by operation of law both beneficially and of record owned by The Frederick J. Mancheski Revocable Trust Indenture, dated June 8, 1999, as amended (the "Trust"); and as a result the Reporting Person's beneficial ownership of shares of Class A Common Stock of Issuer is now 0 shares, and that the Reporting Person's percentage ownership of Class A Common Stock of Issuer is now 0%. The Reporting Person has not acquired beneficial ownership of any additional shares of the Issuer's Common Stock since the Reporting Person filed Amendment No. 2 to Schedule 13D on January 11, 2007. It should also be noted that the Reporting Person's beneficial ownership is held by the Trust (1,136,704 shares); that the Reporting Person no longer holds any shares of the Issuer, and, as such, is no longer reported on this Schedule 13D; and that the Trust has filed its own Schedule 13G with respect to the Issuer and as such is no longer reported on the Reporting Person's Schedule 13D.

ITEM 1. SECURITY AND ISSUER.

This statement on Schedule 13D (the "Statement") relates to the acquisition by Frederick J. Mancheski, an individual citizen of the United States, of shares of the Class A Common Stock, par value \$.001 per share (the "Common Stock"), of Gamco Investors, Inc. Et Al, a New York corporation (the "Issuer"), the address of the principal executive offices of the Issuer is One Corporate Center, Rye, New York 10580.

ITEM 2. IDENTITY AND BACKGROUND.

- (a) The name of the filing person is Frederick J. Mancheski
- (b) Residence address for Frederick J. Mancheski:

5400 Plantation Road, Unit 1256
Captiva, Florida 33924

- (c) Mr. Mancheski is deceased.

(d-e) During the last five years, Mr. Mancheski was not (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in or causing him to be subject to 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 of such laws.

- (f) Mr. Mancheski was a United States citizen.

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

Mr. Mancheski acquired 2,091,450 shares of Common Stock as part of the consideration paid to him in connection with the settlement (the "Settlement") of an action (the "Action") pending in the Supreme Court of the State of New York, captioned Frederick J. Mancheski and David M. Perlmutter v. Gabelli Group Capital Partners, Inc. (Index No. 18762/03). Mr. Mancheski acquired the other 19,815 shares (the "Prior Stock") in open market transactions prior to April, 2006. On December 31, 2007, Mr. Mancheski conveyed, in conformance with Section IV of the Exchange and

Standstill Agreement between Mancheski and GAMCO Investors Inc. Et Al, dated May 31, 2006 (the “Standstill Agreement,” which expired by its terms on May 31, 2016), 44,000 shares of his Common Stock to The Mancheski Foundation, Inc. The transactions resulting in the filing of this Amendment were made for estate planning purposes. No funds were expended by Mr. Mancheski in connection with the transfers described herein.

ITEM 4. PURPOSE OF TRANSACTION.

The purpose of the transaction is to report the effect of Mr. Mancheski’s estate planning and, other than the confirmation of beneficial ownership of the Common Stock by the Trust as a result of Mr. Mancheski’s death, there is no other transaction to report in this Item.

Except as set forth above, no plans or proposals of the types referred to in clauses (a) through (j) of Item 4 of Schedule 13D have been formulated.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

- (a) Mr. Mancheski beneficially owns 0 shares of Common Stock, which represents 0% of the outstanding shares of Common Stock.
- (b) Mr. Mancheski does not currently share the power to vote or direct the vote, or to dispose or direct the disposition of the shares of Common Stock with another person.
- (c) See Explanatory Statement above.
- (d) N/A
- (e) N/A

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

The documents executed by Mr. Mancheski and the parties described herein include: (i) the Standstill Agreement by which, among other things, Mr. Mancheski agreed to exchange 2,071,635 Shares of the Issuer's Class B Common Stock, \$.001 par value, which Mr. Mancheski received in connection with the Settlement for the same number of shares of Common Stock; agreed not to acquire additional common stock of the Issuer; agreed to vote his shares of common stock of the Issuer in favor of Issuer's management; and agreed to limit the sale of his Common Stock (other than the Prior Stock) to an amount equal to 1/24th of such stock during each of the 24 months following the date on which the Common Stock are registered pursuant to the Registration Rights Agreement, as hereinafter defined; (ii) Registration Rights Agreement (the "Registration Rights Agreement") among Mr. Mancheski, David M. Perlmutter (the other plaintiff in the Action) and the Issuer dated as of May 31, 2006 by which the Issuer agreed to use best efforts to seek effective registration of the Common Stock (other than the Prior Stock) by December 31, 2006 and to keep such registration effective until the earlier of three years after its initial effectiveness or the date on which Mr. Mancheski has disposed of all of the Common Stock.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

- 1. The Exchange and Standstill Agreement dated May 31, 2006 by and between Mancheski and the Company (incorporated herein by reference to Mancheski's Schedule 13D, filed on June 22, 2006).
- 2. The Registration Rights Agreement dated May 31, 2006 by and between GAMCO Investors, Inc. Et Al, and Frederick J. Mancheski and David M. Perlmutter (incorporated herein by reference to Mancheski's Schedule 13D, filed on June 22, 2006).

SIGNATURE

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

Dated: January 18, 2019

/s/Philip M. Halpern, Authorized Person

Philip M. Halpern, Authorized Person