

MICROFINANCIAL INC
Form SC 13G/A
February 11, 2005

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

SCHEDULE 13G/A

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

MicroFinancial Incorporated

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

595072109

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

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

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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.

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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).

CUSIP No. 595072109

- | | | |
|-----|-------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Alexander Fleiss | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
United States of America | |
| 5. | Sole Voting Power
661,000 | Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With |
| 6. | Shared Voting Power
690,300 | |
| 7. | Sole Dispositive Power
661,000 | |
| 8. | Shared Dispositive Power
NONE | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
1,351,300 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>
CERTAIN SHARES* | |
| 11. | Percent of Class Represented by Amount in Row (9)
10.25%(1) | |
| 12. | Type of Reporting Person (See Instructions)
OO | |

(1) Based on 13,183,916 shares of MicroFinancial Incorporated's Common Stock outstanding as of the report filed on Form 10-Q on November 15, 2004.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Karen Fleiss
 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
- | | | |
|-------------------------------------------------------------------------------------|----|-------------------------------------|
| | 5. | Sole Voting Power
NONE. |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | Shared Voting Power
475,600 |
| | 7. | Sole Dispositive Power
214,700 |
| | 8. | Shared Dispositive Power
475,600 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
690,300
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
CERTAIN SHARES*
 11. Percent of Class Represented by Amount in Row (9)
5.24% (2)
 12. Type of Reporting Person (See Instructions)
OO

(2) Based on 13,183,916 shares of MicroFinancial Incorporated's Common Stock outstanding as of the report filed on Form 10-Q on November 15, 2004.

Item 1.

- (a) Name of Issuer
MicroFinancial Incorporated
- (b) Address of Issuer's Principal Executive Offices
10 M Commerce Way
Woburn, MA 01801

Item 2.

- (a) Name of Person Filing
Alexander Fleiss
- (b) Address of Principal Business Office or, if none, Residence
167 Cherry Lane
Amherst, MA 01002
- (c) Citizenship
United States of America
- (d) Title of Class of Securities
Common Stock, \$0.01 par value
- (e) CUSIP Number
595072109

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-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 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

This statement is not filed pursuant to Rule 13d-1(b), or 13d-2(b), or 13d-2(c).

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:

1,351,300

Of such 1,350,000 share of Common Stock, Alexander Fleiss is the direct beneficial owner of 661,000 shares and indirect beneficial owner of (x) 214,700 shares directly beneficially owned by Karen Fleiss, Alexander Fleiss's mother, with respect to which Alexander Fleiss has sole voting power pursuant to a power of attorney held by Alexander Fleiss with respect to such shares and (j) 475,600 shares directly beneficially owned by KMF Partners, of which Karen Fleiss serves as general partner, pursuant to an agreement by which Alexander Fleiss advises KMF Partners concerning the voting of its shares. KMF Partners is not under any obligation to vote its shares in accordance with the advice of the reporting person.

(b) Percent of class:

10.25%(3)

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

855,700

(ii) Shared power to vote or to direct the vote

475,600

(iii) Sole power to dispose or to direct the disposition of

661,000

(iv) Shared power to dispose or to direct the disposition of

NONE

Item 5. Ownership of Five 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 five percent of the class of securities, check the following .

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

Alexander Fleiss is the beneficial owner of 214,700 shares of Common Stock directly beneficially owned by Karen Fleiss, Alexander Fleiss's mother, with respect to which the Alexander Fleiss has sole voting power pursuant to a power of attorney held by Alexander Fleiss with respect to such shares, and 475,600 shares directly beneficially owned by KMF Partners, of which Karen Fleiss serves as general partner, pursuant to an agreement by which Alexander Fleiss advises KMF Partners concerning the voting of its shares. KMF Partners is not under any obligation to vote its shares in accordance with the advice of the reporting person. Ms. Fleiss and KMF Partners have the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of, their respective shares.

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. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of

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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.

(3) Based on the 13,183,916 shares of MicroFinancial Incorporated's Common Stock outstanding as of the report filed on Form 10-Q on August 13, 2004.

Item 1.

- (a) Name of Issuer
MicroFinancial Incorporated
- (b) Address of Issuer's Principal Executive Offices
10 M Commerce Way
Woburn, MA 01801

Item 2.

- (a) Name of Person Filing
Karen Fleiss
- (b) Address of Principal Business Office or, if none, Residence
167 Cherry Lane
Amherst, MA 01002
- (c) Citizenship
United States of America
- (d) Title of Class of Securities
Common Stock, \$0.01 par value
- (e) CUSIP Number
595072109

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with § 240.13d-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 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- This statement is not filed pursuant to Rule 13d-1(b), or 13d-2(b), or 13d-2(c).

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:

690,300
- (b) Percent of class:

5.24%(4)
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
 - (ii) NONE.
Shared power to vote or to direct the vote
 - (iii) 475,600
Sole power to dispose or to direct the disposition of
 - (iv) 214,700
Shared power to dispose or to direct the disposition of

475,600

Item 5. Ownership of Five 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 five percent of the class of securities, check the following .

Item 6. Ownership of More than Five 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. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

(4) Based on the 13,183,916 shares of MicroFinancial Incorporated's Common Stock outstanding as of the report filed on Form 10-Q on August 13, 2004.

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.

By: /s/ Alexander Fleiss
Name: Alexander Fleiss

By: /s/ Karen Fleiss
Name: Karen Fleiss