

Edgar Filing: STENGEL MARC - Form SC 13D/A

STENGEL MARC  
Form SC 13D/A  
January 16, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Rule 13d-101)

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

(Amendment No.7)\*

Sales Online Direct, Inc.

-----  
(Name of Issuer)

Common Stock of the Par Value of \$0.001 Per Share

-----  
(Title of Class of Securities)

794661108

-----  
(CUSIP Number)

Alan Richard Sachs, Esquire; West Road Corporate Center, Suite 227,  
110 West Road, Towson, Maryland 21204; (410)847-9100

-----  
(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications)

January 4, 2002

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13D to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 8 Pages)

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\*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

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the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

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CUSIP No. 794661108  
-----  
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1  
NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Marc L. Stengel  
-----

2  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
-----

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(f)  
-----

6  
CITIZENSHIP OR PLACE OF ORGANIZATION United States of America  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7	SOLE VOTING POWER
8,479,119	

-----

8  
SHARED VOTING POWER

PERSON WITH

-0-

-----

9  
SOLE DISPOSITIVE POWER

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8,479,119

10

SHARED DISPOSITIVE POWER

-0-

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8,479,119

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
11.2%(2)

- (1) Footnote 1 to Item 2 of the Cover Page of Stengel's Schedule 13D, that was filed on May 31, the Securities and Exchange Commission ("SEC") is incorporated by reference herein. The Mary settled among all parties thereto pursuant to a Settlement Agreement dated October 23, 2001.
- (2) Assumes 75,074,117 shares of common stock of the Company are outstanding, as reported by the the Company's Form 10-

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TYPE OF REPORTING PERSON\*

IN

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

(...continued)

QSB filed with the SEC for the Company's fiscal quarter ended September 30, 2001.

Schedule 13D

Item 1. Security and Issuer

This statement on Schedule 13D relates to the shares of common stock of the par value of \$0.001 per share (the "Common Stock") of Sales Online Direct, Inc. (the "Company"), a Delaware corporation. The address of the Company's principal executive offices is 4 Brussels Street, Worcester, Massachusetts 01610, as reported by the Company in the Company's Form 10-QSB filed with the Securities and Exchange Commission (the "SEC") for the Company's fiscal quarter ended September 30, 2001.

Item 5. Interest in Securities of the Issuer

(a) As of the close of business on January 4, 2002, Stengel beneficially owned 8,479,119 shares of the Common Stock of the Company, that represented as of the close of business on January 4, 2002, 11.2% of the issued and outstanding Common Stock of the Company, based on the 75,074,117 shares of Common Stock outstanding, as reported by the Company in the Company's Form 10-QSB filed with the SEC for the Company's fiscal quarter ended September 30, 2001.

(b) Stengel has sole power to vote and sole power to dispose of all shares of Common Stock of the Company beneficially owned by Stengel.

(c) A description of all transactions in the Common Stock of the Company that were effected by Stengel during the past 60 days or since the most recent filing on Schedule 13D, whichever is less, is set forth on Schedule A attached hereto and incorporated by reference herein.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, Stengel's shares of Common Stock of the Company.

(e) Not applicable.

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.

Date: January 15, 2002

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By: /s/ Marc L. Stengel

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 Marc L. Stengel

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SCHEDULE A

Schedule of Transactions in the Shares

Name	Date	No. of Shares Sold	Price Per Share(1)
Common Stock, Par Value \$0.001 Per Share	September 24, 2001	1,000	\$0.012
		61,000	0.013
	September 26, 2001	1,000	0.014
		25,000	0.015
	September 27, 2001	21,000	0.014
	September 28, 2001	20,000	0.012
	October 24, 2001	10,000	0.050
		10,000	0.055
		10,000	0.0675
		10,000	0.069
		10,000	0.070
		6,000	0.080
	October 25, 2001	10,000	0.065
	October 26, 2001	10,000	0.050
	October 29, 2001	10,000	0.050
		10,000	0.055
	October 30, 2001	10,000	0.060
		10,000	0.065
		10,000	0.0675
	October 31, 2001	10,000	0.070
		5,000	0.075
	November 1, 2001	10,000	0.085
		20,000	0.0875
		25,000	0.0975
		15,000	0.100
		10,000	0.1025
	November 5, 2001	10,000	0.069

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Name	Date	No. of Shares Sold	Price Per Share (1)
		10,000	0.0775
	November 7, 2001	4,000	0.065
		6,000	0.068
	November 8, 2001	10,000	0.0575
	November 9, 2001	15,000	0.0475
	November 12, 2001	10,000	0.035
	November 13, 2001	5,000	0.035
		5,000	0.040
	November 14, 2001	5,000	0.0425
		5,000	0.045
		5,000	0.0475
		5,000	0.050
	November 15, 2001	10,000	0.040
	November 16, 2001	10,000	0.036
	November 19, 2001	10,000	0.040
		1,000	0.0425
	November 20, 2001	21,000	0.043
		19,000	0.045
	November 26, 2001	10,000	0.035
	November 27, 2001	10,000	0.035
	November 28, 2001	10,000	0.033
	November 29, 2001	10,000	0.037
		10,000	0.039
	December 3, 2001	10,000	0.031
	December 4, 2001	10,000	0.030
	December 5, 2001	5,000	0.031
	December 6, 2001	15,000	0.030
	December 10, 2001	5,000	0.025
		10,000	0.026
	December 12, 2001	11,000	0.025
	December 13, 2001	4,400	0.023
		6,600	0.024
	December 14, 2001	10,000	0.015

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Name	Date	No. of Shares Sold	Price Per Share (1)
	December 17, 2001	5,000	0.017
		5,000	0.018
	December 18, 2001	10,000	0.019
		5,000	0.021
	December 19, 2001	1,000	0.013
		5,000	0.021
	January 2, 2001	20,000	0.035
		10,000	0.038
		10,000	0.039
	January 3, 2001	5,000	0.041
		10,000	0.044
	January 4, 2001	10,000	0.045
		10,000	0.049

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1 Does not include brokerage commission.