

Edgar Filing: HANDLEMAN CO /MI/ - Form SC 13G/A

HANDLEMAN CO /MI/  
Form SC 13G/A  
February 07, 2012

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

SCHEDULE 13G/A  
Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

Handleman Company

-----  
(Name of Issuer)

Common Stock

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

410252100

-----  
(CUSIP Number)

December 31, 2011

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

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

/ X / 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.

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).

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. 410252100  
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1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Ingalls & Snyder, LLC  
13-5156620  
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2. Check the Appropriate Box if a Member of a Group  
(a) -----  
(b) -----

3. SEC Use Only -----

4. Citizenship or Place of Organization  
New York State  
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Number of Shares Beneficially Owned by Each Reporting Person With:

5.	Sole Voting Power	0
6.	Shared Voting Power	1,800,926
7.	Sole Dispositive Power	0
8.	Shared Dispositive Power	1,800,926

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,800,926  
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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
-----

11. Percent of Class Represented by Amount in Row (9)  
8.8%  
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12. Type of Reporting Person  
BD, IA  
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Item 1.

(a) Name of Issuer  
Handleman Company  
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(b) Address of Issuer's Principal Executive Offices  
500 Kirts Boulevard  
Troy, Michigan 48084-5225  
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Item 2.

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- (a) Name of Persons Filing  
Ingalls & Snyder, LLC  
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- (b) Address of Principal Business Office or, if none,  
Residence  
61 Broadway, New York, NY 10006  
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- (c) Citizenship  
New York State  
-----
- (d) Title of Class of Securities  
Common Stock  
-----
- (e) CUSIP Number  
410252100  
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Item 3. This statement is filed pursuant to Rule 13d-1(b), and the Person Filing is a:

- (a)  [X] Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);  
(e)  [X] An investment adviser in accordance with 240.13d-1(b) (1) (ii) (E);

Item 4. Ownership

- (a) Amount beneficially owned: 1,800,926
- (b) Percent of Class: 8.8%
- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote:  
0
- (ii) shared power to vote or to direct the vote:  
1,800,926
- (iii) sole power to dispose or to direct the disposition of:  
0
- (iv) shared power to dispose or to direct the disposition of:  
1,800,926

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

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

Ingalls & Snyder, LLC ("I&S") is a registered broker dealer and a registered investment advisor. Shares reported under shared dispositive power include shares held in accounts managed under investment advisory contracts. Included in shares reported under shared voting power and in shares reported under shared dispositive power are 1,800,926 shares owned by Underhill Partners, L.P.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

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.

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.

February 6, 2012

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Date

Ingalls & Snyder, LLC

By: /s/ Thomas O. Boucher, Jr.

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Thomas O. Boucher, Jr.  
Manager