

Edgar Filing: OM GROUP INC - Form 3

OM GROUP INC  
Form 3  
January 17, 2003

-----  
FORM 3  
-----

-----  
OMB APPROVAL  
-----

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden  
hours per response 0.5  
-----

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or  
Section 30(f) of the Investment Company Act of 1940

-----  
(Print or Type Responses)  
-----

1. Name and Address of Reporting Person\*

Marion Lynton

-----  
(Last) (First) (Middle)  
-----

961 Senimore Road

-----  
(Street)  
-----

Larchmont NY 10538

-----  
(City) (State) (Zip)  
-----

2. Date of Event Requiring Statement (Month/Day/Year)

01/07/03

3. IRS Identification Number of Reporting Person, if an entity (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

OM Group, Inc. (OMG)

5. Relationship of Reporting Person to Issuer (Check all applicable)

- Director  
 10% Owner  
 Officer (give title Below)

**Edgar Filing: OM GROUP INC - Form 3**

Other (Specify below) (1)

Member of a group that is a 10% owner. See Table I item 4 note (1).

6. If Amendment, Date of Original (Month/Day/Year)

7. Individual or Joint/Group Filing (Check applicable line)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I--Non-Derivative Securities Beneficially Owned

| 1. Title of Security<br>(Instr. 4)   | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4) | 3. Ownership<br>Form: Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 4) |
|--|---|---|---|
| OM Group, Inc. Common<br>Stock, \$0.01 par value<br>per share ("Common Stock") | 3,150,000   | I(1)  | (1)   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Over)

(Print or Type Responses)

FORM 3 (continued)

Table II--Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options,

| 1. Title of Derivative<br>Security | 2. Date Exercisable<br>and Expiration Date | 3. Title and Amount<br>of Securities | 4. Conversion<br>or Exercise | 5. Ow<br>of |
|------------------------------------|--|--------------------------------------|------------------------------|-------------|
|------------------------------------|--|--------------------------------------|------------------------------|-------------|

Edgar Filing: OM GROUP INC - Form 3

| (Instr. 4) | Month/Day/Year      |                    | Underlying<br>Derivative<br>Security<br>(Instr. 4) | Price of<br>Derivative<br>Security | Se<br>(D<br>(I |
|------------|---------------------|--------------------|--|------------------------------------|----------------|
|            | Date<br>Exercisable | Expiration<br>Date |  |                                    |                |
|            |                     |                    | Title  | Amount or<br>Number of<br>Shares   |                |
| -----      |                     |                    |  |                                    |                |
| -----      |                     |                    |  |                                    |                |
| -----      |                     |                    |  |                                    |                |
| -----      |                     |                    |  |                                    |                |

Explanation of Responses:

(1) The shares of Common Stock to which this note relates are held directly by Marion Lynton ("Lynton") as to 50,000 shares; Ardsley Offshore Fund Ltd., a British Virgin Islands corporation ("Ardsley Offshore"), as to 975,000 shares; Ardsley Partners Fund II, L.P., a Delaware limited partnership ("Ardsley Fund II"), as to 900,000 shares; Ardsley Partners Institutional Fund, L.P., a Delaware limited partnership, ("Ardsley Institutional"), as to 425,000 shares; Augusta Partners L.P. a Delaware limited partnership ("Augusta"), as to 450,000 shares; and Philip J. Hempleman as to 350,000 shares. Ardsley Advisory Partners serves as investment manager to, and has investment discretion over the securities held by Ardsley Offshore and the Lynton account. Ardsley Advisory Partners also serves as a non-managing member of Augusta Management L.L.C., the investment advisor to Augusta and has investment discretion over the securities held by Augusta. Ardsley Partners I serves as the general partner of, and has investment discretion over the securities held by Ardsley Fund II and Ardsley Institutional. Ardsley Partners I also serves as the general partner of Ardsley Advisory Partners. Philip J. Hempleman, is the managing partner of Ardsley Advisory Partners and the general partner of Ardsley Partners I. Ardsley Advisory Partners and Ardsley Partners I each disclaim any beneficial ownership of any of the Issuer's securities to which this Form 3 relates for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, except as to such securities representing in which each such person may be deemed to have an indirect pecuniary interest pursuant to Rule 16a-1(a)(2).

\*If the Form is filed by more than one Reporting Person, see instruction 5(b)(v).

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

MARION LYNTON

/s/ Marion Lynton

01/17/03

Name: Marion Lynton

Date

Note: File three copies of this form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

