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HURCO COMPANIES INC
Form SC 13D/A
January 05, 2001

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(AMENDMENT NO. 14)

Hurco Companies, Inc.
(Name of Issuer)

COMMON STOCK, NO PAR VALUE
(Title of class of securities) 447324 10 4
(CUSIP number)

STEPHEN H. COOPER, ESQ.
WEIL, GOTSHAL & MANGES LLP
767 FIFTH AVENUE
NEW YORK, NY 10153
(212) 310-8000
(Name, address and telephone number of person authorized
to receive notices and communications)

DECEMBER 27, 2000
(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 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 .

Check the following box if a fee is being paid with the statement .

(A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

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

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CUSIP No. 447324 10 4

13D

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1 NAME OF REPORTING PERSON: BRYNWOOD PARTNERS II L.P.
S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2 (d) OR 2 (e) :

6 CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE

NUMBER OF SHARES	7	SOLE VOTING POWER:	0
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	0
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	0
PERSON WITH	10	SHARED DISPOSITIVE POWER:	0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0%

14 TYPE OF REPORTING PERSON: PN

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CUSIP No. 447324 10 4

13D

1 NAME OF REPORTING PERSON: BRYNWOOD MANAGEMENT II L.P.
S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON:

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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY		
4	SOURCE OF FUNDS:	N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e):		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	DELAWARE	
	NUMBER OF SHARES	7	SOLE VOTING POWER: 0
	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER: 0
		9	SOLE DISPOSITIVE POWER: 0
		10	SHARED DISPOSITIVE POWER: 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		0
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		0%
14	TYPE OF REPORTING PERSON:	PN	
3			
CUSIP No. 447324 10 4		13D	
1	NAME OF REPORTING PERSON:	HENDRIK J. HARTONG, JR.	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY		

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4 SOURCE OF FUNDS: PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER:	68,012 (*)
	8	SHARED VOTING POWER:	0
	9	SOLE DISPOSITIVE POWER:	68,012 (*)
	10	SHARED DISPOSITIVE POWER:	0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 68,012 (*)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:
Excludes 4,000 shares of Common Stock held by Hendrik J. Hartong, Jr.'s children as to which Mr. Hartong disclaims beneficial ownership.

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 1.2%

14 TYPE OF REPORTING PERSON: IN

* Includes 25,000 shares that may be acquired upon the exercise of currently exercisable options.

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1 NAME OF REPORTING PERSON: RICHARD T. NINER
S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

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4	SOURCE OF FUNDS:	PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	UNITED STATES	
	NUMBER OF SHARES	7	SOLE VOTING POWER: 452,448 (*)
	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER: 0
		9	SOLE DISPOSITIVE POWER: 452,448 (*)
		10	SHARED DISPOSITIVE POWER: 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		452,448 (*)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: Excludes 500 shares of Common Stock held by Richard T. Niner's children as to which Mr. Niner disclaims beneficial ownership.		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		8.0%
14	TYPE OF REPORTING PERSON:	IN	

* Includes 25,000 shares that may be acquired upon the exercise of currently exercisable options.

This Statement constitutes Amendment No. 14 to the Statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission by Brynwood Partners II L.P., a Delaware limited partnership ("Brynwood II"), its general partner, Brynwood Management II L.P., a Delaware limited partnership ("Brynwood Management II"), Hendrik J. Hartong, Jr. and Richard T. Niner (collectively, the "Beneficial Owners"), with respect to the Common Stock, no par value (the "Common Stock"), of Hurco Companies, Inc. (the "Company"). The Statement constitutes the final filing on Schedule 13D by Brynwood II and Brynwood Management II, as such Beneficial Owners no longer own any shares of Common Stock, and by Mr. Hartong, as such Beneficial Owner no

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longer owns more than 5% of the outstanding Common Stock.

Item 3. Source and Amount of Funds or Other Considerations.

The total amount required by Mr. Niner to effect the purchases described on Schedule A hereto was \$123,991.55, all of which was derived from Mr. Niner's personal funds.

Item 4. Purpose of the Transaction.

The purchases of shares of Common Stock by Mr. Niner described on Schedule A hereto were made solely for the purpose of increasing Mr. Niner's equity position in the Company at prices deemed favorable. Mr. Niner may purchase additional shares of Common Stock from time to time in the open market or in privately negotiated transactions as and when appropriate opportunities may arise.

Item 5. Interest in Securities of the Issuer.

(a)-(b) As of January 4, 2001, the Beneficial Owners beneficially owned the following shares of Common Stock:

(i) Hendrik J. Hartong, Jr. is the direct owner of 68,012 shares of Common Stock (including 25,000 shares of Common Stock issuable upon the exercise of non-qualified stock options that are currently exercisable). The 68,012 shares represent approximately 1.2% of the 5,673,858 outstanding shares of Common Stock. Mr. Hartong has sole voting and dispositive power over the shares of Common Stock that he owns directly. Mr. Hartong disclaims beneficial ownership with respect to an aggregate of an additional 4,000 shares of Common Stock (less than .1%) held by his children, as to which he has no voting or dispositive power.

(ii) Richard T. Niner is the direct owner of 452,448 shares of Common Stock (including 25,000 shares of Common Stock issuable upon the exercise of non-qualified stock options that are currently exercisable). The 452,448 shares represent approximately 8.0% of the 5,673,858 outstanding shares of Common Stock. Mr. Niner has sole voting and dispositive power over the 452,448 shares that he owns directly. Mr. Niner

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disclaims beneficial ownership with respect to an aggregate of an additional 500 shares of Common Stock (less than .1%) held by his children, as to which he has no voting or dispositive power.

(c) Except as set forth on Schedule A hereto, none of the Beneficial Owners has effected any transactions in shares of Common Stock during the past sixty days.

(d) Not applicable.

(e) As a result of the sales of Common Stock set forth on Schedule A hereto, Brynwood II and Brynwood Management II no longer own any shares of Common Stock. In addition, Mr. Hartong no longer owns more than 5% of

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the outstanding Common Stock. Accordingly, Brynwood II, Brynwood Management II and Mr. Hartong are no longer Beneficial Owners.

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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.

Dated: January 5, 2001

BRYNWOOD PARTNERS II L.P.
By: Brynwood Management II L.P.,
its General Partner

By: /s/ Richard T. Niner

Richard T. Niner,
a Partner

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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.

Dated: January 5, 2001

BRYNWOOD MANAGEMENT II L.P.

By: /s/ Richard T. Niner

Richard T. Niner,
a Partner

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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.

Dated: January 5, 2001

Hendrik J. Hartong, Jr.,

By: /s/ Richard T. Niner

Richard T. Niner,
Attorney-in-Fact

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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.

Dated: January 5, 2001

/s/ Richard T. Niner

Richard T. Niner

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SCHEDULE A

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TRANSACTIONS IN COMMON STOCK DURING PAST SIXTY DAYS*

Date ----	Number of Shares -----	Purchase or Sale -----	Reporting Person -----	Price per Share -----
12/06/00	500	Purchase	Niner	\$3.48
12/18/00	1,100	Purchase	Niner	\$3.38
12/19/00	2,400	Purchase	Niner	\$3.38
12/20/00	3,500	Purchase	Niner	\$3.46
12/21/00	500	Purchase	Niner	\$3.38
12/26/00	1,000	Purchase	Niner	\$3.54
12/27/00	5,700	Purchase	Niner	\$3.49
12/27/00	278,001	Sale**	Brynwood II	\$4.39
12/28/00	5,300	Purchase	Niner	\$3.50
12/29/00	15,900	Purchase	Niner	\$3.44

* Unless otherwise indicated, all transactions were effected through the public markets.

** Brynwood II sold these shares to the Company in a private transaction.