

Edgar Filing: SHELLS SEAFOOD RESTAURANTS INC - Form 3

SHELLS SEAFOOD RESTAURANTS INC

Form 3

December 04, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 3

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

1. Name and Address Of Reporting Person (Last, First, Middle) Heaton, Linn D. 1520 S. Ocean Blvd. Palm Beach, FL 33480	2. Date of Event Requiring Statement (Month/Day/Year) 12/02/02	4. Issuer Name and Ticker or Trading Symbol Shells Seafood Restaurants, Inc. ("SHLL.OB")	6. If Amendment, Date of Original (Month/Day/Year) NA
	3. IRS ID Number Of Reporting Person, if an entity (voluntary)	5. Relationship of Reporting Person(s) to Issuer __Director __Officer _X_10% owner __Other	7. Individual or J Group Reporting _x_Form Filed b One Reporting Pe

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security NONE	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature Owners (Instr
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exer- cisable and Expiration Date (Month/ Date/Year)	3. Title and Amount of Sec- urities Underlying Deriv- ative Security (Instr. 4)	4. Conver- sion or Exercise Deri- vative	5. Owner- ship Form of Deriv- ative	6. Nature Benefi (Instr
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Date Exer- cisable	Expir- ation Date	Title	Amount or Number of Shares	Security	Securities: Direct (D) or Indirect (I) (Instr. 5)
Warrant (1)	2/01/03 1/31/05	Warrant to purchase shares of common stock	2,227,007 (2)	\$0.16	D

Explanation of Responses:

(1) This warrant was issued to Shells Investment Partners, LLC ("SIP") on February 11, 2002 in connection with the Company's private financing transaction in which Shells Investment Partners, LLC and another investor each invested \$1,000,000. The Company issued to each investor (i) a secured promissory note and (ii) a warrant to purchase 4,454,015 shares of its Common Stock. The undersigned has the right to acquire between 1/3 and 1/2 of SIP's warrants pursuant to the agreement between SIP and George Heaton dated February 22, 2002. For purposes of this Form 3, it is assumed that maximum number of warrants are acquired.

(2) This warrant provides for certain anti-dilution adjustments including upon stock dividends, reclassifications and subdivisions and in the event of sales of equity securities at below then fair market value.

/s/ Linn D. Heaton

December 4, 2002

Linn D. Heaton