

Edgar Filing: INFINITE GROUP INC - Form SC 13D

INFINITE GROUP INC
Form SC 13D
April 07, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Amendment No. ____)*

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

INFINITE GROUP, INC.

(Name of Issuer)

Common Stock, par value \$.001 per share

(Title of Class of Securities)

456910306

(CUSIP Number)

Dr. Allan M. Robbins
c/o Kenneth S. Rose, Esq.
Morse, Zelnick, Rose & Lander, LLP
405 Park Avenue, Suite 1401
New York, New York 10022
Tel: (212) 838-5030
Fax: (212) 838-9190

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

March 31, 2006

(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(e), 13d-1(f) or 13d-1(g), check the following box ☐.

*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 disclosures provided in a prior cover page.

The information required on 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).

Edgar Filing: INFINITE GROUP INC - Form SC 13D

SCHEDULE

CUSIP NO. 456910306

13D

Page 2 of 6 Pages

(1) Names of Reporting Persons
S.S. or I.R.S. Identification Nos. Of Above Persons

Allan M. Robbins

(2) Check the appropriate Box if a Member of a Group

(a) ☐

(b) ☐

(3) SEC Use Only

(4) Source of Funds

PF

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e)

☐

(6) Citizenship or Place of Organization

United States

Number of (7) Sole Voting Power
Shares

Beneficially 7,364,038
Owned by

Each (8) Shared Voting

Reporting Person 0
With

(9) Sole Dispositive

7,364,038

(10) Shared Dispositive Power

0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

7,364,038

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

☐

(13) Percent of Class Represented by Amount in Row 11

27.1 %

(14) Type of Reporting Person

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IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

SCHEDULE

CUSIP NO. 456910306

13D

Page 3 of 6 Pages

Item 1. Security and Issuer.

Name of Issuer: Infinite Group Inc. (the "Company")

Address of Issuer's Principal Executive Offices:

595 Blossom Road, Suite 309
Rochester, New York 14610

Security: Common Stock, par value \$.001 per share ("Shares")

Item 2. Identity and Background.

(a) Name of Reporting Person: Allan M. Robbins ("Dr. Robbins")

(b) The Business Address of the Reporting Person is:

1678 Empire Blvd, Suite 400, Webster, NY 14580

(c) Principal Occupation of the Reporting Person:

Dr. Robbins is the Medical Director and Chief Surgeon at Robbins Eye Associates and Robbins Laser Site in Rochester, New York.

(d) Criminal Convictions involving the Reporting Person:

During the last five years, the Reporting Person has not been convicted in a criminal proceeding (excluding traffic violations).

(e) Civil Proceedings involving the Reporting Person:

During the last five years, the Reporting Person has not been: (i) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction; nor (ii) subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

(f) Citizenship: Dr. Robbins is a citizen of the United States.

SCHEDULE

CUSIP NO. 456910306

13D

Page 4 of 6 Pages

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

Beneficial ownership (as such term is defined under Rule 13d-3 of the Securities Exchange Act of 1934, as amended) of 7,304,871 Shares were acquired pursuant to various convertible notes issued by the Company to Dr. Robbins in 2003 and 2004 in loan transactions (the "Robbins Notes") to fund the Company's working capital requirements in the aggregate amount of \$365,244, including

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aggregate principal of \$314,000 and accrued interest through March 31, 2006 of \$51,244. The Robbins Notes mature on January 1, 2016. Dr. Robbins' source of funds for the loans to the Company was his personal funds. To that extent that the amount of accrued interest payable increases, the number of shares acquired pursuant to the various convertible notes will increase.

Item 4. Purpose of the Transaction.

The Robbins Notes are held by Dr. Robbins for the purpose of investment.

Except as otherwise disclosed herein, Dr. Robbins is not considering any plans or proposals which relate to or would result in any of the following: (a) the acquisition by any person of additional securities of the Company, or the disposition of securities of the Company; (b) an extraordinary corporate transaction, such as a merger, reorganization, or liquidation, involving the Company or any of its subsidiaries; (c) a sale or transfer of any material amount of assets of the Company or any of its subsidiaries; (d) any change in the Company's Board of Directors or management; (e) any material change in the present capitalization or dividend policy of the Company; (f) any material change in the Company's business, corporate structure, charter or bylaws; (g) any change which would impede the acquisition of control of the Company by any person; (h) causing any class of securities of the Company to be delisted; (i) the Company's common stock to be eligible to be deregistered under the Securities Exchange Act of 1934; or (j) any actions similar to those enumerate above.

Item 5. Interest in Securities of the Issuer.

(a) Subject to certain limitations described Item 6 below, the aggregate number of Shares that may be deemed to be beneficially owned by Dr. Robbins are 7,364,038 Shares, of which (i) 7,304,871 are issuable upon the conversion of the Robbins Notes (including principal in the amount of \$314,000 and accrued interest in the amount of \$51,244 through March 31, 2006) and (ii) 59,167 are issuable upon the exercise of options to purchase Shares. The 7,364,038 Shares represent approximately 27.1% of the total outstanding Shares as of March 31, 2006. The percentage of outstanding Shares beneficially owned by Dr. Robbins are based upon the aggregate of 27,220,919 outstanding Shares consisting of (x) 19,856,881 Shares outstanding as of March 31, 2006, (y) 7,304,871 Shares underlying the Robbins Notes and (z) 59,167 options to purchase Shares.

SCHEDULE

CUSIP NO. 456910306

13D

Page 5 of 6 Pages

(b) Upon conversion of the Robbins Notes, Dr. Robbins would have the sole power to vote or to direct the vote, and sole power to dispose or to direct the disposition of all the Shares which underlie the Robbins Notes.

(c) Dr. Robbins effected no transactions in the Shares during the past 60 days.

(d) Except as stated within this Item 5, only Dr. Robbins has the right to direct the receipt of dividends from, or proceeds from the sale of, the Shares reported by this statement. To the knowledge of Dr. Robbins, only he has the right to receive dividends, or proceeds, from the sale of the Shares reported by this statement.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understanding or Relationships with Respect

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to Securities of the Issuer.

The Robbins Notes are currently convertible into Shares subject to the following limitations:

1. The Shares issuable upon a proposed conversion can not result in a change in control of the Company which would limit the use of its net operating loss carryforwards; provided, however, if the Company closes a transaction with another third party or parties that results in a change of control which will limit the use of its net operating loss carryforwards, then the change of control provision shall no longer be in effect. The Company estimates that at December 31, 2005, up to approximately 11,000,000 Shares could be issued as a result of conversions of principal and accrued interest before a change of control would be deemed to occur that would limit the use of the Company's net operating loss carryforwards.

2. Prior to any conversion by Dr. Robbins, other note holders holding notes which are then convertible into 5% or more of the Company's then outstanding Shares shall be entitled to participate on a pari passu basis with Dr. Robbins and upon any such participation Dr. Robbins shall proportionately adjust his conversion request such that, in the aggregate, a change of control which would limit the use of the Company's net operating loss carryforwards does not occur.

SCHEDULE

CUSIP NO. 456910306

13D

Page 6 of 6 Pages

Item 7. Material to be Filed as Exhibits.

None.

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: April 7, 2006

/s/ Allan M. Robbins

Allan M. Robbins