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AFC ENTERPRISES INC  
Form SC 13G/A  
February 13, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

AFC Enterprises Inc.  
(Name of Issuer)

Common  
(Title of Class of Securities)

00104Q107  
(CUSIP Number)

December 31, 2003  
(Date of Event Which Requires Filing of this Statement)

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

- 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).

CUSIP No. 00104Q107

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- 1) NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Neuberger Berman, Inc.  
061523639  
Neuberger Berman, LLC.  
13-5521910

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2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) /\_\_\_/

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5) SOLE VOTING POWER  
7,040

6) SHARED VOTING POWER  
0

7) SOLE DISPOSITIVE POWER  
0

8) SHARED DISPOSITIVE POWER  
8,580

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8,580

10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
1,000

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0.03

12) TYPE OF REPORTING PERSON\*

BD/IA

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Item 1. (a) Name of Issuer:

AFC Enterprises Inc.

Item 1 (b) Address of Issuer's Principal Executive Offices:

Six Concouse Parkway, Suite 1700, Atlanta GA 30328

Item 2. (a) Name of Person Filing:  
Neuberger Berman Inc.

Neuberger Berman, LLC.

Item 2 (b) Address of Principal Business Office:

605 Third Ave., New York, NY, 10158-3698

Item 2 (c) Citizenship:

USA

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- Item 2 (d) Title of Class of Securities:  
Common
- Item 2 (e) CUSIP Number:  
00104Q107
- Item 3. (g) /X/ Parent holding company, in accordance with  
240.13d-1 (b) (ii) (G)
- Item 4. Ownership:
- (a) Amount Beneficially Owned:  
8,580
- (b) Percent of Class:  
0.03

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- (c) Number of Shares as to which such person has:
- (I) Sole Power to vote or to direct the  
vote: 7,040
- (II) Shared Power to vote or to direct the  
vote: 0
- (III) Sole Power to dispose or to direct the disposition  
of: 0
- (IV) Shared Power to dispose or to direct the disposition  
of: 8,580

Item 5. Ownership of Five Percent or Less of a Class:  
This statement is being filed to report the fact, that as of  
the date hereof, Neuberger Berman, LLC has ceased to be the  
beneficial owner of more than five percent of the class of  
securities.

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

Neuberger Berman, LLC is deemed to be a beneficial owner for purpose of  
Rule 13(d) since it has shared power to make decisions whether to retain  
or dispose of, and in some cases the sole power to vote, the securities of  
many unrelated clients. Neuberger Berman, LLC does not, however, have any  
economic interest in the securities of those clients. The clients are the  
actual owners of the securities and have the sole right to receive and the  
power to direct the receipt of dividends from or proceeds from the sale of  
such securities.

Employee(s) of Neuberger Berman, LLC and Neuberger Berman Management, Inc.  
("Employees") own 1,000 shares. Employee(s) own these shares in their own  
personal securities accounts. Neuberger Berman LLC disclaims beneficial  
ownership of these shares since; these shares were purchased with each

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employee(s) personal funds and each employee has exclusive dispositive and voting power over the shares held in their respective accounts.

No other Neuberger Berman, LLC advisory client has an interest of more than 5% of the issuer.

It should be further noted that the share calculation under item 4.(c) (IV) is derived from a total combination of the shares set forth under Item 4.(c) (I and II). The remaining balance of shares, if any, are for individual client accounts over which Neuberger Berman, LLC has shared power to dispose but not vote shares.

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

Neuberger Berman, Inc. makes this filing pursuant to Rule 13d-1(b) (ii) (G) since it owns 100% of both Neuberger Berman, LLC and Neuberger Berman Management, Inc. and does not own over 1% of the issuer.

Neuberger Berman, LLC, as investment advisor and broker/dealer with discretion.

Neuberger Berman Management, Inc. as investment advisor to a Series of Public Mutual Funds.

Item 8. Identification and Classification of Members of the Group:

N/A

Item 9. Notice of Dissolution of Group:

N/A

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.

Date: February 13, 2004

By:

Kevin Handwerker  
General Counsel

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Neuberger Berman, Inc.  
Neuberger Berman, LLC.

-width: 1; border-right-width: 1; border-bottom-width: 1">1. Title of Security  
(Instr. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code  
(Instr. 8) 4. Securities Acquired (A) or Disposed of (D)  
(Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)  
(Instr. 3 and 4) 6. Ownership Form: Direct (D) or Indirect (I)  
(Instr. 4) 7. Nature of Indirect Beneficial Ownership  
(Instr. 4) Code V Amount(A) or (D) Price Common Stock 02/14/2007 F 5,599 D \$ 29.57 457,702 D Common Stock  
27,715 I By Spouse Common Stock 50,988 I By Trust Common Stock 43,226 I By Trust

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

**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.** SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ODONOVAN TIMOTHY J 9341 COURTLAND DRIVE NE ROCKFORD, MI 49351	X		Chairman and CEO	

## Signatures

/s/ Jeffrey A. Ott, by power of  
attorney

02/15/2007

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

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

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