

BFMA HOLDING CORP
Form SC 13D/A
March 22, 2002

OMB APPROVAL

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 9)*

Morton's Restaurant Group, Inc.
(Name of Issuer)

Common Stock, \$.01 par value
(Title of Class of Securities)

619429 10 3
(CUSIP Number)

Barry W. Florescue
c/o BFMA Holding Corporation
50 East Sample Road, Suite 400
Pompano Beach, Florida 33064
(800) 675- 6115

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

March 21, 2002
(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 that is the subject of this Schedule 13D, and is filing this schedule because of (Sections)240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See (Section) 240.13d-7(b) for other parties to whom copies are to be sent.

* 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

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to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "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).

SCHEDULE 13D

CUSIP No. 619429 10 3

- 1) Name of Reporting Persons
I.R.S. Identification No. of Above Persons (entities only)

BFMA HOLDING CORPORATION

- 2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a) [X]
(b) []

- 3) SEC Use Only

- 4) Source of Funds (See Instructions)
WC

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

- 6) Citizenship or Place of Organization
DELAWARE

| | | |
|----------------------------------------------------------------------------------------|-----|-----------------------------------|
| | 7) | Sole Voting Power 488,500 |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8) | Shared Voting Power 0 |
| | 9) | Sole Dispositive Power 488,500 |
| | 10) | Shared Dispositive Power 0 |

- 11) Aggregate Amount Beneficially Owned by Each Reporting Person
488,500

- 12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

- 13) Percent of Class Represented by Amount In Row (11)
11.7%

- 14) Type of Reporting Person (See Instructions)
CO

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CUSIP No. 619429 10 3

1) Name of Reporting Persons
I.R.S. Identification No. of Above Persons (entities only)

FLORESCUE FAMILY CORPORATION

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [X]
(b) []

3) SEC Use Only

4) Source of Funds (See Instructions)
WC

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

6) Citizenship or Place of Organization
NEVADA

| | | |
|----------------------------------------------------------------------------------------|-----|----------------------------------|
| | 7) | Sole Voting Power 29,100 |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8) | Shared Voting Power 0 |
| | 9) | Sole Dispositive Power 29,100 |
| | 10) | Shared Dispositive Power 0 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person
29,100

12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

13) Percent of Class Represented by Amount In Row (11)
0.7%

14) Type of Reporting Person (See Instructions)
CO

3

CUSIP No. 619429 10 3

1) Name of Reporting Persons
I.R.S. Identification No. of Above Persons (entities only)

BARRY W. FLORESCUE

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [X]
(b) []

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3) SEC Use Only

4) Source of Funds (See Instructions)
AF

5) Check 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 Shares Beneficially Owned by Each Reporting Person With | 7) | Sole Voting Power 517,600 |
| | 8) | Shared Voting Power 56,300 |
| | 9) | Sole Dispositive Power 517,600 |
| | 10) | Shared Dispositive Power 56,300 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person
573,900

12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

13) Percent of Class Represented by Amount In Row (11)
13.7%

14) Type of Reporting Person (See Instructions)
IN

4

CUSIP No. 619429 10 3

1) Name of Reporting Persons
I.R.S. Identification No. of Above Persons (entities only)
NED L. SIEGEL

2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a) [X]
(b) []

3) SEC Use Only

4) Source of Funds (See Instructions)
AF

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

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6) Citizenship or Place of Organization
UNITED STATES

| | | |
|-----------------------------------------------------------------------------------------------------|-----|------------------------------------|
| | 7) | Sole Voting Power 0 |
| Number of Shares | 8) | Shared Voting Power 56,300 |
| Beneficially Owned by Each Reporting Person | 9) | Sole Dispositive Power 0 |
| With | 10) | Shared Dispositive Power 56,300 |
| 11) Aggregate Amount Beneficially Owned by Each Reporting Person 56,300 | | |
| 12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) [] | | |
| 13) Percent of Class Represented by Amount In Row (11) 1.3% | | |
| 14) Type of Reporting Person (See Instructions) IN | | |

5

CUSIP No. 619429 10 3

| | |
|--------------------------------------------------------------------------------------------------------------------|--|
| 1) Name of Reporting Persons I.R.S. Identification No. of Above Persons (entities only) RICHARD A. BLOOM | |
| 2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) [X] (b) [] | |
| 3) SEC Use Only | |
| 4) Source of Funds (See Instructions) AF | |
| 5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [] | |
| 6) Citizenship or Place of Organization UNITED STATES | |

| | | |
|----------------------------------|----|-----------------------------|
| | 7) | Sole Voting Power 10,000 |
| Number of Shares | 8) | Shared Voting Power 0 |
| Beneficially Owned by Each | 9) | Sole Dispositive Power |

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| | | |
|------------------|-----|-------------------------------|
| Reporting Person | | 10,000 |
| With | 10) | Shared Dispositive Power 0 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person
10,000

12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

13) Percent of Class Represented by Amount In Row (11)
0.2%

14) Type of Reporting Person (See Instructions)
IN

6

CUSIP No. 619429 10 3

1) Name of Reporting Persons
I.R.S. Identification No. of Above Persons (entities only)

CHARLES W. MIERSCH

2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a) [X]
(b) []

3) SEC Use Only

4) Source of Funds (See Instructions)
AF

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

6) Citizenship or Place of Organization
UNITED STATES

| | | |
|----------------------------------------------------------------------------------------|-----|---------------------------------|
| | 7) | Sole Voting Power 1,000 |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8) | Shared Voting Power 0 |
| | 9) | Sole Dispositive Power 1,000 |
| | 10) | Shared Dispositive Power 0 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person
1,000

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

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(See Instructions)

[]

13) Percent of Class Represented by Amount In Row (11)
0.0%

14) Type of Reporting Person (See Instructions)
IN

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This Amendment No. 9 to the Statement on Schedule 13D amends and supplements the Statement in Schedule 13D relating to the event date of January 25, 2001, filed by BFMA Holding Corporation, Florescue Family Corporation, Barry W. Florescue and Ned L. Siegel as amended by Amendment No. 1 relating to the event date of March 21, 2001, Amendment No. 2 relating to the event date of April 26, 2001, Amendment No. 3 relating to the event date of June 27, 2001, Amendment No. 4 relating to the event date of July 19, 2001, Amendment No. 5 relating to the event date of July 27, 2001, Amendment No. 6 relating to the event date of September 6, 2001, Amendment No. 7 relating to the event date of November 8, 2001 and Amendment No. 8 relating to the event date of February 14, 2002 (collectively, the "Schedule 13D"). Capitalized terms used herein and not defined herein shall have the meanings assigned thereto in the Schedule 13D.

ITEM 4. PURPOSE OF TRANSACTION

The first paragraph of Item 4 has been amended to add the following:

On March 21, 2002, BFMA sent a letter to Morton's to provide notice of the intent to nominate three individuals - Richard A. Bloom, Logan D. Delany, Jr. and Charles W. Miersch - for election to the Morton's Board of Directors at its 2002 Annual Meeting. BFMA intends to solicit proxies to obtain such representation on Morton's Board of Directors. BFMA believes that the current Board of Directors has been unable or unwilling to follow through on its publicly-stated commitment to enhance stockholder value through the pursuit of strategic alternatives. BFMA further believes that the election of its nominees represents the best means for Morton's shareholders to communicate to Morton's Board of Directors their desire to hold senior management accountable for its poor performance.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 has been amended and restated in its entirety to read as follows:

(a) As of the date hereof, Florescue is deemed to be the beneficial owner of 517,600 shares of Common Stock, which represents approximately 12.4% percent of issued and outstanding Common Stock of Morton's (based on the number of securities contained in the Issuer's most recently available filing with the Securities and Exchange Commission), which includes 488,500 shares of Common Stock for which BFMA has sole voting power and sole dispositive power and an additional 29,100 shares of Common Stock which FFC has sole voting power and sole dispositive power. In addition, as of the date hereof, Florescue and Siegel are deemed to be the joint beneficial owners of 56,300 shares of Common Stock, which represents approximately 1.3% percent of issued and outstanding Common Stock of the Issuer (based on the number of securities contained in the Issuer's most recently available filing with the Securities and Exchange Commission).

As of the date hereof, Richard A. Bloom is deemed to be the beneficial owner of 10,000 shares of Common Stock, which represents less than one percent of issued and outstanding Common Stock of the Issuer (based on the number of

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securities contained in the Issuer's most recently available filing with the Securities and Exchange Commission). Although Mr. Bloom is a director of BFMA, Mr. Bloom is not considered a part of the group which includes the Reporting Persons, and the Reporting Persons disclaim beneficial ownership of the shares owned by Mr. Bloom.

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As of the date hereof, Charles W. Miersch is deemed to be the beneficial owner of 1,000 shares of Common Stock, which represents less than one percent of issued and outstanding Common Stock of the Issuer (based on the number of securities contained in the Issuer's most recently available filing with the Securities and Exchange Commission). Although Mr. Miersch is a director of BFMA, Mr. Miersch is not considered a part of the group which includes the Reporting Persons, and the Reporting Persons disclaim beneficial ownership of the shares owned by Mr. Miersch.

(b) As of the date hereof, Florescue has sole voting power and sole dispositive power with respect to 517,600 shares of Common Stock of Morton's, which includes 488,500 shares of Common Stock for which BFMA has sole voting power and sole dispositive power and an additional 29,100 shares of Common Stock which FFC has sole voting power and sole dispositive power. In addition, as of the date hereof, Florescue and Siegel have joint voting power and joint dispositive power with respect to 56,300 shares of Common Stock of Morton's.

As of the date hereof, Richard A. Bloom has sole voting power and sole dispositive power with respect to 10,000 shares of Common Stock of Morton's.

As of the date hereof, Charles W. Miersch has sole voting power and sole dispositive power with respect to 1,000 shares of Common Stock of Morton's.

(c) The following table sets forth all of the transactions in Common Stock by BFMA since the filing date of the last Schedule 13D, all such transactions were open-market purchases. No Sales occurred since the filing of the last Schedule 13D. None of FFC, Florescue, Siegel or any of the other executive officers or directors of BFMA made any transactions in Common Stock.

| Shares of Common Stock | Purchase Price Per Share (\$) | Date of |
|------------------------|-------------------------------|---------|
| (All purchases) | | |
| 20,000 | 7.00 | 02/ |

(d) Not applicable.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

BFMA has nominated three individuals - Richard A. Bloom, Logan D. Delany, Jr. and Charles W. Miersch - for election to Morton's Board of Directors at its 2002 Annual Meeting. BFMA intends to solicit proxies to obtain such representation on Morton's Board of Directors. BFMA believes that the current Board of Directors has been unable or unwilling to follow through on its publicly-stated commitment to enhance stockholder value through the pursuit of

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strategic alternatives. BFMA further believes that the election of its nominees represents the best means for Morton's shareholders to communicate to Morton's Board of Directors their desire to hold senior management accountable for its poor performance.

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ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

- Exhibit A. Agreement of Joint Filing. (1)
- Exhibit B. Definitive Proxy Statement, dated April 26, 2001. (2)
- Exhibit C. Letter from BFMA to Morton's, dated May 1, 2001. (2)
- Exhibit D. Commitment Letter from Icahn Associates Corp., dated May 1, 2001. (2)
- Exhibit E. Letter from BFMA to Greenhill & Co., LLC, dated June 27, 2001. (3)
- Exhibit F. Letter from BFMA to Morton's, dated July 19, 2001. (4)
- Exhibit G. Letter from BFMA to Morton's, dated July 27, 2001. (5)
- Exhibit H. Letter from BFMA to Morton's, dated November 8, 2001. (6)

- (1) Filed as an exhibit to Amendment No. 1 to the Statement on Schedule 13D.
- (2) Filed as an exhibit to Amendment No. 2 to the Statement on Schedule 13D.
- (3) Filed as an exhibit to Amendment No. 3 to the Statement on Schedule 13D.
- (4) Filed as an exhibit to Amendment No. 4 to the Statement on Schedule 13D.
- (5) Filed as an exhibit to Amendment No. 5 to the Statement on Schedule 13D.
- (6) Filed as an exhibit to Amendment No. 7 to the Statement on Schedule 13D.

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SIGNATURES

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned hereby certifies that the information set forth in this Schedule 13D is true, complete and correct.

Dated: March 22, 2002

BFMA HOLDING CORPORATION

By: /s/ Barry W. Florescue

Name: Barry W. Florescue
Title: Chief Executive Officer

FLORESCUE FAMILY CORPORATION

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By: /s/ Barry W. Florescue

Name: Barry W. Florescue
Title: President

/s/ Barry W. Florescue

Barry W. Florescue

/s/ Ned L. Siegel

Ned L. Siegel

/s/ Richard A. Bloom

Richard A. Bloom

/s/ Charles W. Miersch

Charles W. Miersch