

ORTHODONTIC CENTERS OF AMERICA INC /DE/
Form SC 13G/A
May 18, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 7)*

ORTHODONTIC CENTERS OF AMERICA, INC.
(Name of Issuer)

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

68750P 10 3
(CUSIP Number)

N/A
(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. 68750P 10 3

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Thomas W. Smith

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

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United States

NUMBER OF 5. SOLE VOTING POWER
SHARES 2,176,120

BENEFICIALLY 6. SHARED VOTING POWER
OWNED BY 5,250,700

EACH 7. SOLE DISPOSITIVE POWER
REPORTING 2,976,170

PERSON 8. SHARED DISPOSITIVE POWER
WITH 5,250,700

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,226,870

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
Not Applicable | |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
16.4%

12. TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 68750P 10 3

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Thomas N. Tryforos

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

 (a) |
 (b) |

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

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NUMBER OF 5. SOLE VOTING POWER
SHARES 0

BENEFICIALLY 6. SHARED VOTING POWER
OWNED BY 5,150,700

EACH 7. SOLE DISPOSITIVE POWER
REPORTING 13,069

PERSON 8. SHARED DISPOSITIVE POWER
WITH 5,150,700

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,163,769

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
Not Applicable | |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
10.3%

12. TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 68750P 10 3

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Scott J. Vassalluzzo

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) | |
(b) | |

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF 5. SOLE VOTING POWER

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SHARES 17,000

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 5,150,700

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 99,000

PERSON 8. SHARED DISPOSITIVE POWER

WITH 5,150,700

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,249,700

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.5%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 68750P 10 3

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Daniel J. Englander

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 5. SOLE VOTING POWER

SHARES 26,200

BENEFICIALLY 6. SHARED VOTING POWER

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OWNED BY 100,000

EACH 7. SOLE DISPOSITIVE POWER
REPORTING 26,200

PERSON 8. SHARED DISPOSITIVE POWER
WITH 100,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
126,200

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
Not Applicable | |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.2%

12. TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Explanatory Note:

This Amendment No. 7 ("Amendment") to the joint filing on Schedule 13G made by Thomas W. Smith, Thomas N. Tryforos and Scott J. Vassalluzzo with the Securities and Exchange Commission (the "Original Schedule 13G") relating to the common stock, par value \$.01 per share ("Common Stock") of Orthodontic Centers of America, Inc., a Delaware corporation, is being filed to add Daniel J. Englander as a joint filer. Mr. Englander is joining this filing on a voluntary basis and disclaims membership in any "group" for purposes of Section 13(d) (3) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

ITEM 1. (a) Name of Issuer:

Orthodontic Centers of America, Inc.

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

3850 North Causeway Boulevard
Suite 800
Metairie, LA 70002

ITEM 2. (a) Name of Person Filing:

- (i) Thomas W. Smith
- (ii) Thomas N. Tryforos

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(iii) Scott J. Vassalluzzo

(iv) Daniel J. Englander

The filing of this Statement shall not be deemed to be an admission that the filing persons comprise a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. The Reporting Persons each disclaim beneficial ownership of the shares reported in this Schedule 13G in excess of those shares as to which they have or share voting or investment authority.

(b) Address of Principal Business Office:

The following is the address of the principal business office of each of the filing persons:

323 Railroad Avenue
Greenwich, CT 06830

(c) Citizenship:

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Each of Messrs. Thomas W. Smith, Thomas N. Tryforos, Scott J. Vassalluzzo and Daniel J. Englander is a United States citizen.

(d) Title of Class of Securities:

Common Stock, par value \$.01 per share.

(e) CUSIP Number:

68750P 10 3

ITEM 3. If this Statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

If this Statement is filed pursuant to Rule 13d-1(c), check this box

ITEM 4. Ownership

(a) Thomas W. Smith - 8,226,870 shares; Thomas N. Tryforos - 5,163,769 shares; Scott J. Vassalluzzo - 5,249,700 shares; Daniel J. Englander - 126,200 shares

(b) Thomas W. Smith - 16.4%; Thomas N. Tryforos - 10.3%; Scott J. Vassalluzzo - 10.5%; Daniel J. Englander - 0.2%

(c) Messrs. Smith, Tryforos, Vassalluzzo and Englander have the sole power to vote or to direct the vote of 2,176,120, 0, 17,000 and 26,200 shares of Common Stock, respectively, and to dispose or to direct the disposition of 2,976,170, 13,069, 99,000 and 20,200 shares of Common Stock, respectively. Messrs. Smith, Tryforos and Vassalluzzo share the power to vote or to direct the vote of and to dispose or to direct the disposition of 5,150,700 shares and Messrs. Smith and Englander share the power to vote or to direct the vote of and to dispose or to direct the disposition 100,000 shares. Voting and investment authority over investment accounts established for

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the benefit of certain family members and friends of the Reporting Persons is subject to each beneficiary's right to terminate or otherwise direct the disposition of the investment account.

ITEM 5. Ownership of Five Percent or Less of a Class

Not applicable.

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person

Messrs. Smith, Tryforos and Vassalluzzo in the aggregate beneficially own 6,221,939 shares in their capacities as investment managers for certain managed accounts. The managed accounts have the right to receive dividends from, and the proceeds from the sale of, the managed accounts' 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

Not applicable.

ITEM 8. Identification and Classification of Members of the Group

Not applicable.

ITEM 9. Notice of Dissolution of Group

Not applicable.

ITEM 10. Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above 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.

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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.

Date: May 17, 2004

/s/ Thomas W. Smith

Thomas W. Smith

/s/ Thomas N. Tryforos

Thomas N. Tryforos

/s/ Scott J. Vassalluzzo

Scott J. Vassalluzzo

/s/ Daniel J. Englander

Daniel J. Englander

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JOINT FILING AGREEMENT

The undersigned agree that the foregoing Statement on Schedule 13G, dated May 13, 2004, is being filed with the Securities and Exchange Commission on behalf of each of the undersigned pursuant to Rule 13d-1(k)

Dated: May 17, 2004

/s/ Thomas W. Smith

Thomas W. Smith

/s/ Thomas N. Tryforos

Thomas N. Tryforos

/s/ Scott J. Vassalluzzo

Scott J. Vassalluzzo

/s/ Daniel J. Englander

Daniel J. Englander

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