

KMG CHEMICALS INC
Form SC 13G/A
February 01, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

KMG Chemicals, Inc.

(Name of issuer)

Common Stock, par value \$0.01 per share
(Title of class of securities)

482564101
(CUSIP number)

December 31, 2011
(Date of event which requires filing of this statement)

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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).

SCHEDULE 13G

CUSIP No. 482564101

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

David L. Hatcher

(2) Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

(3) SEC use only

(4) Citizenship or place of organization

U.S.A.

(5) Sole voting power

Number of

shares **2,497,356**
(6) Shared voting power

beneficially

owned by **0**
each (7) Sole dispositive power

reporting

person **2,497,356**
(8) Shared dispositive power

with:

0

(9) Aggregate amount beneficially owned by each reporting person

2,497,356

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) "

(11) Percent of class represented by amount in Row (9)

22.0%

(12) Type of reporting person (see instructions)

IN

Item 1(a). Name of Issuer.

KMG Chemicals, Inc.

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

9555 W. Sam Houston Parkway, S.

Suite 600

Houston, Texas 77099

Item 2(a). Name of Person Filing.

David L. Hatcher

Item 2(b). Address of Principal Business Office.

9555 W. Sam Houston Parkway, S.

Suite 600

Houston, Texas 77099

Item 2(c). Citizenship.

Mr. Hatcher is a United States citizen.

Item 2(d). Title of Class of Securities.

Common Stock, par value \$0.01 per share. Mr. Hatcher acquired these shares October 15, 1996, prior to KMG Chemicals, Inc. becoming a public company, and as a stock dividend on March 30, 2001. Disposed of 1,000,000 shares on April 26, 2010; also reduced by 1 share to reflect mathematical error for a sale in July 2006. Mr. Hatcher disposed of 621,211 shares in 2011 pursuant to a 10b5 plan.

Item 2(e). CUSIP number.

482564101

Item 3. If this Statement is Filed Pursuant §§ 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

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(b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) " An investment advisor in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

- (a) Amount beneficially owned: 2,497,356 shares of Common Stock.
- (b) Percent of class: [***20.0%***]
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 2,497,356
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 2,497,356
 - (iv) Shared power to dispose or to direct the disposition of: 0

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5% of the class of securities, check the following: "

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable.

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

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. Certifications

Not applicable.

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 1, 2012

By: /s/ David L. Hatcher
David L. Hatcher