

FERNWOOD PARTNERS II LLC

Form SC 13D/A

March 20, 2003

OMB APPROVAL
OMB Number: 3235-0145
Expires: December 31, 2005
Estimated average burden hours per response...11

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

CYBERGUARD CORPORATION

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

231910100

(Cusip Number)

Stephen T. Braun, Esq.
Greenebaum, Doll & McDonald PLLC
700 Two American Center
3102 West End Avenue
Nashville, Tennessee 37203-1304
(615) 760-7120

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

March 18, 2003

(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 §§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 §240.13d-7 for other parties to whom copies are to be sent.

Edgar Filing: FERNWOOD PARTNERS II LLC - Form SC 13D/A

* 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: FERNWOOD PARTNERS II LLC - Form SC 13D/A

CUSIP No. 231910100

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Fernwood Partners II, LLC 06-1557333

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

(a)

(b)

3. SEC Use Only:

4. Source of Funds (See Instructions):
N/A

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power:
-0-

8. Shared Voting Power:
-0-

9. Sole Dispositive Power:
-0-

10. Shared Dispositive Power:
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:
-0-

Edgar Filing: FERNWOOD PARTNERS II LLC - Form SC 13D/A

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

o

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

-0-%

14. Type of Reporting Person (See Instructions):

00 (Limited Liability Company)

This Amendment No. 3 amends the Statement on Schedule 13D filed by Fernwood Partners II, LLC, a Delaware limited liability company (Fernwood), on September 7, 1999, as amended on January 9, 2001, and February 12, 2001 (the Schedule 13D), with respect to shares of the Common Stock, \$.01 par value (Common Stock), of CyberGuard Corporation, a Florida corporation (the Issuer). Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Schedule 13D.

Item 1. Security and Issuer

N/A

Item 2. Identity and Background

N/A

Item 3. Source and Amount of Funds or Other Consideration

N/A

Item 4. Purpose of Transaction

N/A

Item 5. Interest in Securities of the Issuer

On March 18, 2003, Fernwood was dissolved and all Common Stock and Warrants held by Fernwood were distributed in-kind to its members. As a result of the distribution, Fernwood is no longer a beneficial owner of the Common Stock, or any other securities, of the Issuer.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

N/A

Item 7. Material to Be Filed as Exhibits

N/A

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.

DATED: March 20, 2003

FERNWOOD
PARTNERS II, LLC

By: /s/ Alan L. Bazaar

Name: Alan L. Bazaar

Title: Member

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

**Attention: Intentional misstatements or omissions of fact
constitute Federal criminal violations (See 18 U.S.C. 1001)**