

PARSKY GERALD L
Form 3
May 04, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Aurora Advisors II LLC</p> <p>(Last) (First) (Middle)</p> <p>10877 WILSHIRE BLVD.,Â SUITE 2100</p> <p>(Street)</p> <p>LOS ANGELES,Â CAÂ 90024</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/04/2010</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>DOUGLAS DYNAMICS, INC [PLOW]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 7,124,199 ⁽¹⁾ ⁽²⁾ ⁽³⁾ | D | Â |
| Series B Preferred Stock | 1 ⁽⁴⁾ | D | Â |
| Common Stock | 29,687 ⁽⁵⁾ | D | Â |
| Common Stock | 11,875 ⁽⁶⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Aurora Advisors II LLC 10877 WILSHIRE BLVD. SUITE 2100 LOS ANGELES, CA 90024 | ^ | ^ X | ^ | ^ |
| AURORA CAPITAL PARTNERS II L P 10877 WILSHIRE BLVD. SUITE 2100 LOS ANGELES, CA 90024 | ^ | ^ X | ^ | ^ |
| Aurora Equity Partners II LP 10877 WILSHIRE BLVD. SUITE 2100 LOS ANGELES, CA 90024 | ^ | ^ X | ^ | ^ |
| Aurora Overseas Advisors II LDC 10877 WILSHIRE BLVD. SUITE 2100 LOS ANGELES, CA 90024 | ^ | ^ X | ^ | ^ |
| Aurora Overseas Capital Partners II LP 10877 WILSHIRE BLVD. SUITE 2100 LOS ANGELES, CA 90024 | ^ | ^ X | ^ | ^ |
| Aurora Overseas Equity Partners II LP 10877 WILSHIRE BLVD. SUITE 2100 LOS ANGELES, CA 90024 | ^ | ^ X | ^ | ^ |
| Mapes John T C/O AURORA EQUITY PARTNERS II LP 10877 WILSHIRE BLVD. SUITE 2100 LOS ANGELES, CA 90024 | ^ | ^ X | ^ | ^ |
| PARSKY GERALD L C/O AURORA EQUITY PARTNERS II LP 10877 WILSHIRE BLVD. SUITE 2100 LOS ANGELES, CA 90024 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| /s/ Timothy J. Hart as Vice President, Secretary and General Counsel of Aurora Advisors II LLC | 05/04/2010 |
| __Signature of Reporting Person | Date |
| /s/ Timothy J. Hart as Vice President, Secretary and General Counsel of Aurora Advisors II LLC, General Partner of Aurora Capital Partners II LP | 05/04/2010 |
| __Signature of Reporting Person | Date |
| /s/ Timothy J. Hart as Vice President, Secretary and General Counsel of Aurora Advisors II LLC, General Partner of Aurora Capital Partners II LP, General Partner of Aurora Equity Partners II LP | 05/04/2010 |
| __Signature of Reporting Person | Date |
| /s/ Timothy J. Hart as Vice President, Secretary and General Counsel of Aurora Overseas Advisors II, LDC | 05/04/2010 |
| __Signature of Reporting Person | Date |
| /s/ Timothy J. Hart as Vice President, Secretary and General Counsel of Aurora Overseas Advisors II, LDC, General Partner of Aurora Overseas Capital Partners II, LP | 05/04/2010 |
| __Signature of Reporting Person | Date |
| /s/ Timothy J. Hart as Vice President, Secretary and General Counsel of Aurora Overseas Advisors II, LDC, General Partner of Aurora Overseas Capital Partners, LP, General Partner of Aurora Overseas Equity Partners II, LP | 05/04/2010 |
| __Signature of Reporting Person | Date |
| /s/ Timothy J. Hart as Attorney-in-Fact for John T. Mapes | 05/04/2010 |
| __Signature of Reporting Person | Date |
| /s/ Timothy J. Hart as Attorney-in-Fact for Gerald L. Parsky | 05/04/2010 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Consists of 7,031,662 shares held by Aurora Equity Partners II LP ("AEPPII") and 93,337 shares held by Aurora Overseas Equity Partners II, LP ("AOEPII"). The number of shares of Common Stock reported reflects a 23.75 for 1 stock split of the Issuer's Common Stock that will become effective immediately prior to the consummation of the Issuer's initial public offering of its Common Stock.
- Aurora Capital Partners II LP ("ACPII") is the general partner of AEPPII. Aurora Overseas Capital Partners II, LP ("AOCPII") is the general partner of AOEPII. Aurora Advisors II LLC ("AAII") is the general partner of ACPII. Aurora Overseas Advisors II, LDC ("AOAII") is the general partner of AOCPII. AEPPII, AOEPII, ACPII, AOCPII, AAII, and AOAII are collectively referred to as the
- (2) "Aurora Entities." In their capacities as direct or indirect general partners of AEPPII and/or AOEPII, ACPII, AOCPII, AAII, and AOAII may be deemed to have a pecuniary interest in an indeterminable portion of the shares owned or controlled by AEPPII and AOEPII. ACPII, AOCPII, AAII, and AOAII disclaim beneficial ownership of all such shares except to the extent that they may be deemed to have a pecuniary interest therein.
- Mssrs. Mapes and Parsky are controlling persons of the Aurora Entities. As such, they may be deemed to have a pecuniary interest in an
- (3) indeterminable portion of the shares owned or controlled by the Aurora Entities. Mssrs. Mapes and Parsky disclaim beneficial ownership of all such shares except to the extent that they may be deemed to have a pecuniary interest therein.
- This security is owned solely by AEPPII. Mr. Mapes, Mr. Parsky, ACPII, and AAII, each may be deemed to have a pecuniary interest in
- (4) an indeterminable portion of the share owned by AEPPII, and each hereby disclaims beneficial ownership of such share except to the extent he or it may be deemed to have a pecuniary interest therein.

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- (5) These securities are owned solely by Mr. Parsky through a 401(k) account. The number of shares of Common Stock reported reflects a 23.75 for 1 stock split of the Issuer's Common Stock that will become effective immediately prior to the consummation of the Issuer's initial public offering of its Common Stock.
- (6) These securities are owned solely by Mr. Mapes through a 401(k) account. The number of shares of Common Stock reported reflects a 23.75 for 1 stock split of the Issuer's Common Stock that will become effective immediately prior to the consummation of the Issuer's initial public offering of its Common Stock.

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Remarks:

PowersÂ ofÂ AttorneyÂ onÂ behalfÂ ofÂ Mr.Â Mapes,Â Mr.Â Parsky,Â andÂ theÂ AuroraÂ EntitiesÂ areÂ attachedÂ here

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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