

Edgar Filing: SHELLS SEAFOOD RESTAURANTS INC - Form 5

SHELLS SEAFOOD RESTAURANTS INC

Form 5

February 15, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

1. Name and Address Of Reporting Person	2. Issuer Name and Ticker	6. Relationship of Reporting Person to Issuer
(Last, First, Middle) Chapman, Philip R. 645 Madison Avenue 14th Floor New York, NY 10021	SHELLS SEAFOOD RESTAURANTS, INC. ("SHLL.OB")	x_Director __Officer __10% owner __Other <hr/> Title
	3. IRS ID Number Of Reporting Person, if and entity (voluntary)	7. Individual or Joint Group Reporting
	NA	__x_Form Filed by One Reporting Person __Form Filed by more than one Reporting Person
	4. Statement for Month/Year	
	DECEMBER 2001	
	5. If Amendment, Date of Original (Month, Year)	
	N/A	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3,4 and 5)	5. Amount of Securities Beneficially Owned at the end of Issuer's Fiscal Year	6. Owner- ship Form: Direct (D) or Indirect (I)	7. Nature Indire Benefi Owners (Instr
			Amount (D) Price			
Common Stock \$0.01 par value per share				30,000	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, call, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed Of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
				(A) (D)	Date Exercisable Date Expiration Date	Title Shares	
Option to purchase common stock \$0.01 par value per share	\$9.50				(1) 5/20/07	Common stock \$0.01 par value 1,000	-
Option to purchase common stock \$0.01 par value per share	\$5.75				(1) 5/20/07	Common stock \$0.01 par value 1,000	-
Option to purchase common stock \$0.01 par value per share	\$5.75				(1) 5/14/08	Common stock \$0.01 par value 2,000	-
Option to purchase common stock \$0.01 par value per share	\$5.75				(1) 11/3/08	Common stock \$0.01 par value 3,000	-
Option to purchase common stock \$0.01 par value per share	\$4.09				(1) 4/28/09	Common stock \$0.01 par value 2,000	-
Option to purchase common stock \$0.01 par value per share	\$2.00				(2) 2/07/10	Common stock \$0.01 par value 4,000	-
Option to purchase common stock \$0.01 par value per share	\$2.25				(3) 5/17/10	Common stock \$0.01 par value 4,000	-

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Option to purchase common stock \$0.01 par value per share	\$0.45	4/18/01	A	5,000	(4)	4/18/11	Common stock \$0.01 par value	5,000	-
Option to purchase common stock \$0.01 par value per share	\$0.24	10/23/01	A	4,000	(5)	10/23/11	Common stock \$0.01 par value	4,000	-

Explanation of Responses:

- (1) These options are presently exercisable.
- (2) These options are presently exercisable as to 2,666 shares and will become exercisable as to 1,334 shares on February 7, 2003.
- (3) These options are presently exercisable as to 2,000 shares and will become exercisable as to 2,000 shares on May 17, 2002.
- (4) These options are exercisable as to 1,667 shares on each April 18, 2002 and April 18, 2003 and 1,666 shares on April 18, 2004.
- (5) These options are exercisable as to 2,000 shares on each of October 23, 2002 and October 23, 2003.

/s/ Philip R. Chapman

Signature of Reporting Person 2/15/02

idth: 1; border-bottom-width:1"> Common Stock 05/22/2007 P 30,300 A \$ 43.5231 179,500 D Common Stock 17,600,867 I By RIC Coinvestment Fund LP ⁽¹⁾ ⁽⁶⁾ Common Stock 18,750 I By Drawbridge Special Opportunities Fund Ltd. ⁽²⁾ ⁽⁶⁾ Common Stock 106,250 I By Drawbridge Special Opportunities Fund LP ⁽³⁾ ⁽⁶⁾ Common Stock 125,000 I By Drawbridge Global Macro Master Fund Ltd. ⁽⁴⁾ ⁽⁶⁾ Common Stock 13,228,000 I By FIT-ALT Investor LLC ⁽⁵⁾ ⁽⁶⁾ Common Stock 20,000,000 I By FIT Holdings LLC ⁽⁵⁾ ⁽⁶⁾ Common Stock 1,702,708 I By Fortress Registered Investment Trust ⁽⁵⁾ ⁽⁶⁾ Common Stock 7,400,000 I By FRIT Holdings LLC ⁽⁵⁾ ⁽⁶⁾

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

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(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDENS WESLEY R 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105	X			Chairman of the Board of Dir.

Signatures

/s/ Wesley R.
Edens

05/23/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) Shares ("Shares") of common stock of Brookdale Senior Living Inc. purchased pursuant to the Investment Agreement, dated as of May 12, 2006, between Brookdale Senior Living Inc. and RIC Coinvestment Fund LP. FIG Advisors LLC is the investment advisor of RIC Coinvestment Fund LP and may be deemed to beneficially own the Shares listed as beneficially owned by RIC Coinvestment Fund LP. FIG Advisors is a wholly-owned subsidiary of FIG LLC. Fortress Operating Entity I LP ("FOE I") is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by Fortress Investment Group LLC ("FIG").
- (2) Drawbridge Special Opportunities Advisors LLC is the investment manager of Drawbridge Special Opportunities Fund Ltd. and may be deemed to beneficially own the Shares listed as beneficially owned by Drawbridge Special Opportunities Fund Ltd. FIG LLC is the sole managing member of Drawbridge Special Opportunities Advisors LLC. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.
- (3) Drawbridge Special Opportunities Advisors LLC is the investment manager of Drawbridge Special Opportunities Fund LP and may be deemed to beneficially own the Shares listed as beneficially owned by Drawbridge Special Opportunities Fund LP. FIG LLC is the sole managing member of Drawbridge Special Opportunities Advisors LLC. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.
- (4) Drawbridge Global Macro Master Fund Ltd. ("Global Macro Master") is wholly-owned by Drawbridge Global Macro Intermediate Fund LP ("Global Macro Intermediate") and Drawbridge Global Macro Fund LP ("Global Macro LP"). Drawbridge Global Macro Advisors LLC ("Global Macro Advisors") is the investment advisor of each of Global Macro Intermediate, Global Macro LP and Global Macro Master. FIG LLC is the sole managing member of Global Macro Advisors. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.

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FIT-ALT Investor LLC is a wholly-owned subsidiary of FIT Holdings LLC, which is a wholly-owned subsidiary of Fortress Investment Trust II, which is a wholly-owned subsidiary of Fortress Investment Fund II LLC. Fortress Investment Fund II LLC is managed by its managing member, Fortress Fund MM II LLC. FIG LLC is the sole managing member of Fortress Fund MM II LLC. FRIT Holdings LLC is a wholly owned subsidiary of Fortress Registered Investment Trust, which is 100% owned by Fortress Investment Fund LLC. Fortress Investment Fund LLC is managed by its managing member, Fortress Fund MM LLC. FIG LLC is the sole managing member of Fortress Fund MM LLC. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.

Wesley R. Edens may be deemed to beneficially own the Shares listed as beneficially owned by FIG. Mr. Edens disclaims beneficial ownership of all reported Shares except to the extent of his pecuniary interest therein and the inclusion of the Shares in this report shall not be deemed an admission of beneficial ownership of all of the reported Shares for purposes of Section 16 or otherwise.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.