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SALES ONLINE DIRECT INC
Form SC 13D/A
February 08, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

(Amendment No.8)*

Sales Online Direct, Inc.

(Name of Issuer)

Common Stock of the Par Value of \$0.001 Per Share

(Title of Class of Securities)

794661108

(CUSIP Number)

Alan Richard Sachs, Esquire; West Road Corporate Center, Suite 227, 110 West
Road, Towson, Maryland 21204;

(410)847-9100

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

February 1, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13D to
report the acquisition which is the subject of this Schedule 13D, and is
filing this schedule because of Rule 13d-1(b) (3) or (4), check the following
box .

Note: Six copies of this statement, including all exhibits, should be filed
with the Commission. See Rule 13d-1(a) for other parties to whom copies are
to be sent.

(Continued on following pages)

(Page 1 of 8 Pages)

*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

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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 13D

CUSIP No. 794661108 Page 2 of 8 Pages

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Marc L. Stengel

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

(a)
(b) (1)

3 SEC USE ONLY

4 SOURCE OF FUNDS* OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America

NUMBER OF 7 SOLE VOTING POWER
SHARES
7,669,619

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY
-0-

EACH 9 SOLE DISPOSITIVE POWER
REPORTING
7,669,619

PERSON 10 SHARED DISPOSITIVE POWER
WITH
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,669,619

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.2%(2)

1 Footnote 1 to Item 2 of the Cover Page of Stengel's Schedule 13D, that was filed on May 31, 2001, with the Securities and Exchange Commission ("SEC") is incorporated by reference herein. The Maryland Case was settled among all the parties thereto pursuant to a Settlement Agreement dated October 23, 2001.

2 Assumes 75,074,117 shares of common stock of the Company are outstanding, as reported by the Company in the Company's Form 10-QSB filed with the SEC for the Company's fiscal quarter ended September 30, 2001.

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION

Schedule 13D

Item 1. Security and Issuer

This statement on Schedule 13D relates to the shares of common stock of the par value of \$0.001 per share (the "Common Stock") of Sales Online Direct, Inc. (the "Company"), a Delaware corporation. The address of the Company's principal executive offices is 4 Brussels Street, Worcester, Massachusetts 01610, as reported by the Company in the Company's Form 10-QSB filed with the Securities and Exchange Commission (the "SEC") for the Company's fiscal quarter ended September 30, 2001.

Item 5. Interest in Securities of the Issuer

(a) As of the close of business on February 1, 2002, Stengel beneficially owned 7,669,619 shares of the Common Stock of the Company, that represented as of the close of business on February 1, 2002, 10.2% of the issued and outstanding Common Stock of the Company, based on the 75,074,117 shares of Common Stock outstanding, as reported by the Company in the Company's Form 10-QSB filed with the SEC for the Company's fiscal quarter ended September 30, 2001.

(b) Stengel has sole power to vote and sole power to dispose of all shares of Common Stock of the Company beneficially owned by Stengel.

(c) A description of all transactions in the Common Stock of the Company that were effected by Stengel during the past 60 days or since the most recent filing on Schedule 13D, whichever is less, is set forth on Schedule A attached hereto and incorporated by reference herein.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale

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of, Stengel's shares of Common Stock of the Company.
 (e) 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 4, 2002

By: /s/ Marc L. Stengel

 Marc L. Stengel

SCHEDULE A

Schedule of Transactions in the Shares

| Name | Date | No. of Shares Sold | Price Per Share (1) | |
|---|-----------------|--------------------|---------------------|-------|
| Common Stock, Par Value \$0.001 Per Share | January 7, 2002 | 10,000 | \$0.055 | |
| | | 10,000 | 0.059 | |
| | | 10,000 | 0.062 | |
| | | 10,000 | 0.063 | |
| | | 10,000 | 0.064 | |
| | | 5,000 | 0.067 | |
| | | 5,000 | 0.075 | |
| | | 10,000 | 0.079 | |
| | | January 8, 2002 | 10,000 | 0.085 |
| | | | 10,000 | 0.088 |
| | 10,000 | | 0.0915 | |
| | 30,000 | | 0.095 | |
| | 10,000 | | 0.097 | |
| | 40,000 | | 0.099 | |
| | 10,000 | | 0.10 | |
| | 10,000 | | 0.102 | |
| | 10,000 | | 0.103 | |
| | 5,000 | | 0.106 | |
| | January 9, 2002 | 10,000 | 0.107 | |
| | | 10,000 | 0.117 | |
| January 9, 2002 | 10,000 | 0.08 | | |

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| | |
|--------|--------|
| 10,000 | 0.085 |
| 10,000 | 0.086 |
| 1,000 | 0.09 |
| 10,000 | 0.099 |
| 6,500 | 0.1040 |
| 20,000 | 0.105 |
| 2,000 | 0.107 |
| 10,000 | 0.11 |

| Name | Date | No. of Shares Sold | Price Per Share (1) |
|------|------------------|-----------------------|------------------------|
| | | 20,000 | 0.112 |
| | | 2,500 | 0.113 |
| | January 10, 2002 | 5,000 | 0.08 |
| | | 15,000 | 0.083 |
| | | 10,000 | 0.085 |
| | | 40,000 | 0.09 |
| | January 11, 2002 | 10,000 | 0.087 |
| | | 10,000 | 0.088 |
| | | 15,000 | 0.09 |
| | | 10,000 | 0.091 |
| | January 14, 2002 | 10,000 | 0.095 |
| | January 15, 2002 | 10,000 | 0.089 |
| | | 10,000 | 0.09 |
| | | 10,000 | 0.095 |
| | January 16, 2002 | 10,000 | 0.089 |
| | | 10,000 | 0.09 |
| | January 18, 2002 | 27,500 | 0.08 |
| | January 22, 2002 | 10,000 | 0.08 |
| | January 23, 2002 | 10,000 | 0.06 |
| | | 10,000 | 0.061 |
| | | 10,000 | 0.064 |
| | January 24, 2002 | 10,000 | 0.075 |
| | | 10,000 | 0.0751 |
| | January 25, 2002 | 10,000 | 0.07 |
| | | 10,000 | 0.074 |
| | | 10,000 | 0.075 |
| | January 29, 2002 | 10,000 | 0.069 |
| | January 30, 2002 | 10,000 | 0.063 |
| | January 31, 2002 | 10,000 | 0.065 |
| | | 10,000 | 0.067 |
| | February 1, 2002 | 10,000 | 0.10 |
| | | 10,000 | 0.105 |
| | | 10,000 | 0.11 |
| | | 10,000 | 0.12 |
| | | 30,000 | 0.125 |

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| Name | Date | No. of Shares Sold | Price Per Share (1) |
|-------|------|-----------------------|------------------------|
| ----- | | | |
| | | 10,000 | 0.1275 |
| | | 40,000 | 0.13 |
| | | 10,000 | 0.132 |
| | | 10,000 | 0.14 |

1 Does not include brokerage commission.