

Edgar Filing: STENGEL MARC - Form SC 13D/A

STENGEL MARC  
Form SC 13D/A  
October 01, 2001

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.6) \*

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)

September 21, 2001

-----  
(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 5 Pages)

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\*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.

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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 13D

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 CUSIP NO. 794661108 PAGE 2 OF 5 PAGES  
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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 9,238,119

BENEFICIALLY 8 SHARED VOTING POWER  
 OWNED BY -0-

EACH 9 SOLE DISPOSITIVE POWER  
 REPORTING 9,238,119

PERSON 10 SHARED DISPOSITIVE POWER  
 WITH -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 9,238,119

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)

14.3%

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  
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(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 is incorporated by reference herein.

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 March 31, 2001.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As of the close of business on September 21, 2001, Stengel beneficially owned 9,238,119 shares of the Common Stock of the Company, that represented as of the close of business on September 21, 2001, 14.3% of the issued and outstanding Common Stock of the Company, based on the 64,221,946 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 June 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 since the most recent filing on Schedule 13D 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 of, Stengel's shares of Common Stock of the Company.

(e) Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I

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certify that the information set forth in this statement is true, complete and correct.

Date: September 28, 2001

By: /s/ MARC L. STENGEL

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Marc L. Stengel

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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	July 10, 2001	40,000	\$0.024
		10,000	0.025
	July 11, 2001	50,000	0.024
	July 12, 2001	20,000	0.023
		20,000	0.024
		10,000	0.025
	July 13, 2001	19,000	0.021
		1,000	0.025
	July 23, 2001	50,000	0.025
	July 27, 2001	60,000	0.025
	August 1, 2001	20,000	0.024
	August 14, 2001	40,000	0.021
	August 15, 2001	40,000	0.021
	August 17, 2001	50,000	0.021
	August 27, 2001	10,000	0.027
	August 28, 2001	15,000	0.025
		20,000	0.026
	September 4, 2001	20,000	0.024
	September 10, 2001	55,000	0.002
		1,000	0.017
	September 17, 2001	20,000	0.015
		22,000	0.016
	September 20, 2001	2,000	0.016
	20,000	0.0165	

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	22,000	0.017
September 21, 2001	5,000	0.012
	21,000	0.015

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(1) Does not include brokerage commission.

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