

Edgar Filing: UNITED AUTO GROUP INC - Form SC 13D/A

UNITED AUTO GROUP INC
Form SC 13D/A
April 10, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-1)

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

(Amendment No. 4)

United Auto Group, Inc.

(Name of Issuer)

Common Stock, \$.0001 par value

(Title of Class of Securities)

909440109

(CUSIP Number)

COPY TO:

Tami E. Nason, Esq.
Charlesbank Capital Partners, LLC
600 Atlantic Avenue
Boston, MA 02210
(617) 619-5400

Larry Jordan Rowe, Esq.
Ropes & Gray
One International Place
Boston, MA 02110
(617) 951-7407

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

March 31, 2002

(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 which is the subject of this Schedule 13D, and is filing this
schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box
[].

SCHEDULE 13D

CUSIP No. 909440109

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

Charlesbank Capital Partners, LLC

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

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

Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER 1,448,323 shares
	8. SHARED VOTING POWER ----
	9. SOLE DISPOSITIVE POWER 1,448,323 shares
	10. SHARED DISPOSITIVE POWER ----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,448,323 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
4.3%

14. TYPE OF REPORTING PERSON*
OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

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United Auto Group, Inc.

This Amendment No. 4 (the "Amendment") hereby amends the initial Schedule 13D filed on July 10, 1998, Amendment No. 1 to the initial Schedule 13D filed on April 22, 1999, Amendment No. 2 to the initial Schedule 13D filed on May 6, 1999 and Amendment No. 3 to the initial Schedule 13D filed on February 14, 2002. Terms used but not defined in this Amendment have the meanings defined in the initial Schedule 13D, Amendment No. 1 to the initial Schedule 13D, Amendment No. 2 to the initial Schedule 13D and Amendment No. 3 to the initial Schedule 13D. Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the initial Schedule 13D, Amendment No. 1 to the initial Schedule 13D, Amendment No. 2 to the initial Schedule 13D or Amendment No. 3 to the initial Schedule 13D.

Item 5 is hereby amended and restated to read as follows:

Item 5. Interest in Securities of the Issuer.

(a), (b) Pursuant to the Amended and Restated Existing Assets Management Agreement dated September 30, 2001, under which Charlesbank serves as investment manager to Harvard and its affiliates, including Aeneas Venture Corporation ("Aeneas"), Charlesbank is the beneficial owner of 1,448,323 shares of Common Stock of the Issuer (approximately 4.3% of the shares of Common Stock based on the most recent filing of the Issuer with the SEC). The sole purpose of this filing is to reflect the fact that as of March 31, 2002, at which time its beneficial ownership of shares of Common Stock of the Issuer fell below 5%, Charlesbank ceased to be a Reporting Person on Schedule 13D for the purposes of Rule 13d-1.

Charlesbank has sole power to vote and sole power to dispose of such shares to which this Amendment relates.

(c) Between January 31, 2002 and March 31, 2002, and on behalf of Aeneas, Charlesbank sold shares of Common Stock of the Issuer in open-market transactions on the New York Stock Exchange. The transaction dates, number of shares sold and prices per share during that period are set forth on Exhibit A hereto.

(d) Not applicable.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit A -- Information concerning Charlesbank's Transactions on behalf of Aeneas for the period January 31, 2002 to March 31, 2002.

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Signature

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

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Dated: April 10, 2002

CHARLESBANK CAPITAL PARTNERS, LLC

By: /s/ Tami E. Nason

Name: Tami E. Nason, Esq.
Title: Senior Vice President

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EXHIBIT INDEX

Exhibit Number -----	Description -----	Page Number In Sequentially Numbered Copy -----
A	Information Concerning Charlesbank's Transactions on behalf of Aeneas for the period January 31, 2002 to March 31, 2002	6

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EXHIBIT A

Charlesbank's Transactions on behalf of Aeneas for January 31, 2002 to

March 31, 2002

Date of Transaction -----	Shares of Common Stock Bought -----	Shares of Common Stock Sold -----	Price Per Share -----
3/18/02		1,227,133	\$21.50

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