

Trinsic, Inc.
Form 4
October 03, 2005

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TUCKER LAWRENCE C

(Last) (First) (Middle)

C/O BROWN BROTHERS
HARRIMAN & CO., 140
BROADWAY

(Street)

NEW YORK, NY 10005

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Trinsic, Inc. [TRIN]

3. Date of Earliest Transaction
(Month/Day/Year)
09/29/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

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

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SEC 1474
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Do
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Se (I			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Convertible Preferred Stock ⁽¹⁾	<u>(2)</u>	09/29/2005	J <u>(3)</u>		0 <u>(4)</u>		09/30/2005 <u>(5)</u>	<u>(8)</u>	Common Stock	<u>(6)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TUCKER LAWRENCE C C/O BROWN BROTHERS HARRIMAN & CO. 140 BROADWAY NEW YORK, NY 10005	X	X		

Signatures

/s/ Lawrence C.
Tucker

10/03/2005

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) Convertible Preferred Stock, Series H, par value \$.01 per share (the "Series H Preferred").

(2) \$1000 per share of Series H Preferred divided by the Conversion Price, set initially at \$0.39 but adjusted to \$0.20 as described below.

Pursuant to the adjustment provisions of the Series H Preferred, the conversion price of the Series H Preferred was adjusted as of the
(3) close of business on September 29, 2005 to a predetermined amount of \$0.20 as Trinsic, Inc. failed to enter into certain contractual arrangements by such date.

As previously reported, 24084.769 shares of Series H Preferred initially convertible into 6,175,582 shares of Common Stock (after to
(4) giving effect to a one for ten reverse stock split announced on September 28, 2005) were received in July 2005 in exchange for (i) the cancellation of a promissory note in an aggregate principal amount of \$20,000,000 plus a premium and accrued and unpaid interest thereon totaling in the aggregate \$21,584,768.69 and (ii) a cash payment of \$2,500,000.

(5) Subject to receipt of shareholder approval.

(6) The Series H Preferred is convertible into an additional 5,866,803 shares of Common Stock pursuant to the adjustment provisions of the Series H Preferred described above. The conversion price of the Series H Preferred is subject to further antidilution adjustment.

(7)

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By The 1818 Fund III, L.P. ("Fund III"). Tucker is a general partner of Brown Brothers Harriman & Co. ("BBH"), the general partner of Fund III, and, as such, his pecuniary interest in the securities is limited to his percentage interest in BBH's interest in such securities.

(8) Not applicable.

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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