

UNIVERSAL INSURANCE HOLDINGS INC

Form SC 13D

March 05, 2004

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

UNIVERSAL INSURANCE HOLDINGS, INC.

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(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE

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(Title of Class of Securities)

91359V107

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(Cusip Number)

Marty Steinberg, Esq., as the Receiver for  
Lancer Offshore, Inc.  
c/o David E. Wells, Esq.  
Hunton & Williams, LLP,  
1111 Brickell Avenue,  
Suite 2500  
Miami, Florida 33131  
Telephone No.: (305) 810-2591

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

July 10, 2003

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(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

## Edgar Filing: UNIVERSAL INSURANCE HOLDINGS INC - Form SC 13D

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* 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 disclosures provided in a prior cover page.

The information required on 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).

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1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):  
 Marty Steinberg, as the Receiver of Lancer  
 Offshore, Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions):  
 (a)    
 (b)

3. SEC Use Only:

4. Source of Funds (See Instructions):  
 OO

5. Check 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<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7. Sole Voting Power:<br>6,518,004 shares of common stock, \$0.01 par value* |
| 8. Shared Voting Power:   | -0-  |

9. Sole Dispositive Power:  
 6,518,004 shares of common stock, \$0.01 par value\*

10. Shared Dispositive Power:  
 -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:  
 6,518,004 shares of common stock, \$0.01 par value\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):  
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13. Percent of Class Represented by Amount in Row (11):  
22.3% of shares of common stock, \$0.01 par value\*

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14. Type of Reporting Person (See Instructions):  
IN

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Marty Steinberg, as the Receiver of Lancer Offshore, Inc., a British Virgin Islands international business company (Lancer Offshore) (Marty Steinberg is sometimes referred to herein as the Reporting Person) pursuant to an action styled Securities Exchange Commission v. Michael Lauer, et al., Case No. 03-80612-CIV-ZLOCH hereby files this statement on Schedule 13D (this Schedule 13D) to report the acquisition of beneficial ownership of shares of common stock, \$0.01 par value (the Common Stock), of Universal Insurance Holdings, Inc., a Delaware corporation (the Issuer).

Item 1. Security and Issuer.

The class of equity securities to which this Schedule 13D relates is the Common Stock of the Issuer. The principal executive office of the Issuer is located at 2875 N.E. 191 Street, Suite 400A, Miami, Florida 33180.

Item 2. Identity and Background.

(a)-(c) and (f)

The Reporting Person filing this Schedule 13D is:

As of July 10, 2003, Marty Steinberg was appointed the Receiver of Lancer Offshore pursuant to an Order Appointing Receiver entered by the United States District Court for the Southern District of Florida in the action styled Securities Exchange Commission v. Michael Lauer, et al., Case No. 03-80612-CIV-ZLOCH. Mr. Steinberg is an attorney with the law firm of Hunton & Williams, LLP and his principal business address is 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131. Mr. Steinberg is a U.S. citizen.

All of the securities to which this Schedule 13D relates are owned for the pecuniary benefit of Lancer Offshore.

Lancer Offshore is an international business company organized under the laws of the British Virgin Islands. The stated business purpose of Lancer Offshore was that of a fund that pooled investment funds of its investors for the purpose of investing, trading and dealing in securities traded in the U.S. and elsewhere. The current principal address of Lancer Offshore is c/o Marty Steinberg, Receiver, Hunton & Williams, LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

(d) and (e):

Marty Steinberg has not (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceedings was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

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Lancer Offshore is a relief defendant in the action styled Securities Exchange Commission v. Michael Lauer, et al., Case No. 03-80612 IV-ZLOCH. As such, Lancer Offshore is subject to a Temporary Restraining Order and Order Appointing Receiver both entered on July 10, 2003, prohibiting certain activities subject to federal securities laws.

Item 3. Source and Amount of Funds or Other Consideration.

See Item 4.

Item 4. Purpose of Transaction.

Pursuant to an Order Appointing Receiver entered on July 10, 2003 by Judge Zloch of the United States Court for the Southern District of Florida, the Reporting Person acquired beneficial ownership for the purposes of Section 13(d) of the Securities Exchange Act of 1934 of all of the property, including securities, of Lancer Offshore, including the securities to which this Schedule 13D relates.

The purpose of the appointment of the Reporting Person as Receiver was to administer and hold the assets of the Lancer Offshore. In the course of the administration of the assets of Lancer Offshore, the Reporting Person has hired an investment manager and has charged its investment manager generally with the task of proposing strategies for maximizing the net present value obtainable from the assets of Lancer Offshore over the next five years. The Reporting Person may from time to time seek to sell shares of the Common Stock held by the Lancer Offshore based on its evaluation of the Issuer and upon other factors, including but not limited to, general economic, business and stock market conditions.

Except as set forth above, the Reporting Person does not currently have any plans or proposals that relate to or would result in: (i) the acquisition by the Reporting Person of additional securities of the Issuer or the disposition of securities of the Issuer; (ii) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer; (iii) a sale or transfer of a material amount of assets of the Issuer; (iv) any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (v) any material change in the present capitalization or dividend policy of the Issuer; (vi) any other material change in the Issuer's business or corporate structure; (vii) changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (viii) causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an interdealer quotation system of a registered national securities association; (ix) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or (x) any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

(a) The aggregate number and percentage of shares of the Common Stock to which this Schedule 13D relates is 6,518,004 shares of the Common Stock. This number represents

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22.3% of 29,285,246, the total number of shares of the Common Stock of the Issuer outstanding as of November 1, 2003 according to the most recent Form 10QSB filed by the Issuer on November 14, 2003. The aggregate number of shares of the Common Stock to which this Schedule 13D relates is based upon a review of custodial statements for the period of December 1, 2003 through December 31, 2003 (the Custodial Statements ) delivered to the Reporting Person by Banc of America Securities (BA ), which serves as prime broker to Lancer Offshore as well as a review of original stock certificates in the custody of the Reporting Person. The BA Custodial Statements indicate that BA retains custody of 4,426,337 shares of the Common Stock registered to Lancer Offshore. The Reporting Person has in its possession original stock certificates evidencing 2,091,667 shares of the Common Stock beneficially owned by Lancer Offshore.

The Reporting Person expressly disclaims knowledge as to the completeness and accuracy of the information contained in this Schedule 13D. Item 5 of this Schedule 13D identifies the sole sources of information that the Reporting Person has relied upon to complete this Schedule 13D. The Reporting Person is still in the process of exploring whether or not any other brokers or nominees are holding additional shares of the Common Stock, with respect to which the Reporting Person may be deemed the beneficial owner. Similarly, the Reporting Person is still in the process of determining whether Lancer Offshore and/or any other entity under the control of the Reporting Person have entered into any type of contract, arrangement, understanding, relationship, trust or other arrangement pursuant to which the Reporting Person may be deemed the beneficial owner of more or fewer shares of the Common Stock than indicated herein. The filing of this statement by the Reporting Person shall not be construed as an admission that the Reporting Person and/or Lancer Offshore is, for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, the beneficial owner of any of the securities covered by this statement.

(b) The Reporting Person is the sole person with voting and dispositive power with regard to the 6,518,004 shares of the Common Stock of the Issuer described in this Schedule 13D.

(c) There have been no transactions effected during the past 60 days by the Reporting Person with respect to this class of securities.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

There are no contracts, arrangements, understandings or relationships (legal or otherwise) between the Reporting Person and any person, with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any of the securities of the Issuer, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss or the giving or withholding of proxies.

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To the Reporting Person's knowledge, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between Lancer Offshore and any person, with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any of the securities of the Issuer, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss or the giving or withholding of proxies. As set forth in Item 5 above, the Reporting Person is still in the process of determining whether Lancer Offshore and/or any other entity under the control of the Reporting Person have entered into any contract, arrangement, understanding, relationship, trust or other arrangement pursuant to which the Reporting Person may be deemed the beneficial owner of more or fewer shares of the Common Stock than indicated herein.

Item 7. Material to be Filed as Exhibits.

None.

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

Date: March 5, 2004

/s/ Marty Steinberg

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Marty Steinberg, as Receiver of  
Lancer Offshore, Inc.