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CRYPTOLOGIC INC
Form SC 13G/A
February 07, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 10549

OMB APPROVAL

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SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2) *

CRYPTOLOGIC INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

228906103

(CUSIP Number)

December 31, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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 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).

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

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Page 1 of 10 pages

Cusip No. 228906103

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

1346049 Ontario Limited
I.R.S. Identification No. - Not applicable

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

3. SEC Use Only

4. Citizenship or Place of Organization.
Ontario, Canada

| | | |
|---|-----------------------------|---|
| | 5. Sole Voting Power | 0 |
| Number of Shares Benefi- cially Owned by Each Reporting Person With: | 6. Shared Voting Power | 0 |
| | 7. Sole Dispositive Power | 0 |
| | 8. Shared Dispositive Power | 0 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person
25,135*

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See
Instructions)

11. Percent of Class Represented by Amount in Row (9).
0.2%

12. Type of Reporting Person (See Instructions)
HC

* See Item 4 below.

Page 2 of 10 pages

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Trapeze Asset Management Inc.

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I.R.S. Identification No. - Not applicable

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

3. SEC Use Only

4. Citizenship or Place of Organization.
Ontario, Canada

- | | |
|---|----------------------------------|
| Number of Shares Benefi- cially Owned by Each Reporting Person With: | 5. Sole Voting Power 0 |
| | 6. Shared Voting Power 0 |
| | 7. Sole Dispositive Power 0 |
| | 8. Shared Dispositive Power 0 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person
25,135*

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9).
0.2%

12. Type of Reporting Person (See Instructions)
IA

* See Item 4 below.

Page 3 of 10 pages

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Trapeze Capital Corp.
I.R.S. Identification No. - Not applicable

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

3. SEC Use Only

4. Citizenship or Place of Organization.
Ontario, Canada

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| | | | |
|---|----|--------------------------|---|
| Number of Shares Benefi- cially Owned by Each Reporting Person With: | 5. | Sole Voting Power | 0 |
| | 6. | Shared Voting Power | 0 |
| | 7. | Sole Dispositive Power | 0 |
| | 8. | Shared Dispositive Power | 0 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person
25,135*

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See
Instructions)

11. Percent of Class Represented by Amount in Row (9).
0.2%

12. Type of Reporting Person (See Instructions)
BD

* See Item 4 below.

Page 4 of 10 pages

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Randall Abramson
I.R.S. Identification No. - Not applicable

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

3. SEC Use Only

4. Citizenship or Place of Organization.
Canadian

| | | | |
|---|----|--------------------------|--------|
| Number of Shares Benefi- cially Owned by Each Reporting Person With: | 5. | Sole Voting Power | 25,135 |
| | 6. | Shared Voting Power | 0 |
| | 7. | Sole Dispositive Power | 25,135 |
| | 8. | Shared Dispositive Power | |

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0

-
9. Aggregate Amount Beneficially Owned by Each Reporting Person
25,135*
-
10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
-
11. Percent of Class Represented by Amount in Row (9).
0.2%
-
12. Type of Reporting Person (See Instructions)
HC
-

See Item 4 below.

Page 5 of 10 pages

ITEM 1.

(a) NAME OF ISSUER:

CryptoLogic Inc.

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

55 St. Clair Avenue West
3rd Floor
Toronto, Ontario, Canada M4V 2Y7

ITEM 2.

(a) NAMES OF PERSONS FILING:

This joint filing statement is being filed by 1346049 Ontario Limited ("Holdco"); Trapeze Asset Management Inc. ("TAMI") (formerly Strategic Advisors Corp.); Trapeze Capital Corp. ("TCC") (formerly Strategic Capital Partners Inc.); Randall Abramson ("Abramson"); and the group the above-named persons comprise. Holdco, TAMI, TCC, Abramson and the group they comprise are each sometimes referred to as a Reporting Person and, collectively, referred to as Reporting Persons. Holdco is a parent holding company for its operating subsidiaries, TCC and TAMI. TAMI is a Canadian investment adviser and is also registered as an investment adviser under the Investment Advisers Act of 1940, as amended. TCC is a Canadian investment dealer. Abramson serves as Director, Chief Executive Officer, President, Secretary and Treasurer of Holdco; Director, President, Chief Executive Officer, Secretary, Treasurer and Portfolio Manager of TAMI; and Director, President, Portfolio Manager and Compliance Officer of TCC. Holdco owns 100% of the outstanding voting stock of each of TCC and TAMI. Abramson owns 82% of the outstanding capital stock of Holdco.

Abramson has served on the Board of Directors of the Issuer since May 1, 2003. Members of the Issuer's Board of Directors are elected annually by the shareholders of the Issuer at its annual shareholder meeting. Upon his election as a director, Abramson relinquished to a

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co-portfolio manager all voting and dispositive power with respect to Common Stock held in discretionary investment accounts managed by TAMI and TCC.

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The business address for each of the Reporting Persons is 22 St. Clair Avenue East, 18th Floor, Toronto, Ontario, Canada M4T 2S3.

Page 6 of 10 pages

(c) CITIZENSHIP:

See Item 4 of the cover sheet for each Reporting Person.

(d) TITLE OF CLASS OF SECURITIES:

Common Stock, no par value

(e) CUSIP NUMBER:

228906103

ITEM 3. NA

ITEM 4. OWNERSHIP

(a)-(c) The responses of the Reporting Persons to items 5 through 11 on the cover pages are incorporated herein by reference. Since Abramson, Holdco, TAMI and TCC comprise a "group" within the meaning of Section 13(d)(3) of the Exchange Act of 1934, as amended, each Reporting Person is reporting beneficial ownership in accordance with Exchange Act Rule 13d-5(a). As of the close of business on December 31, 2006, the Reporting Persons' beneficial ownership of Common Stock was 25,135 shares, all of which were held by Abramson, including 1,800 shares of Common Stock held by Abramson directly and 23,335 stock options held by Abramson which have vested.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Page 7 of 10 pages

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

See Items 2(a) and 4 above.

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

A group has filed this schedule pursuant to Rule 13d-1(c). See Exhibit 1, which states the identity of each member of the group.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NA

ITEM 10. CERTIFICATION

(a) NA

(b) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 8 of 10 pages

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 5, 2007

1346049 ONTARIO LIMITED

By: /s/ Randall Abramson

Randall Abramson
Chief Executive Officer

TRAPEZE ASSET MANAGEMENT INC.

By: /s/ Randall Abramson

Randall Abramson
Chief Executive Officer

TRAPEZE CAPITAL CORP.

By: /s/ Randall Abramson

Randall Abramson
President

/s/ Randall Abramson

Randall Abramson

Page 9 of 10 pages

EXHIBIT 1

The members of the group filing this Schedule 13G are:

1. 1346049 Ontario Limited
2. Trapeze Asset Management Inc.
3. Trapeze Capital Corp.
4. Randall Abramson

Page 10 of 10 pages