

COLLECTORS UNIVERSE INC
Form SC 13D/A
October 03, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Act of 1934

(Amendment No. 9)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE

13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)*

Collectors Universe, Inc.

(Name of Issuer)

Common Shares, \$.001 Par Value

(Title of Class of Securities)

19421R200

(CUSIP Number)

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(Name, Address and Telephone Number of Person Authorized to

Receive Notices and Communications)

October 1, 2008

(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 “.

Note: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. *See* Rule 13d-7(b) 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, as amended (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*).

1. ITEM 1 OF THE AMENDED SCHEDULE 13D IS HEREBY AMENDED AND RESTATED IN ITS ENTIRETY:

ITEM 1. Security and Issuer.

This statement amends the Schedule 13D dated December 13, 2005 (the "Schedule 13D"), as modified by amendments dated March 1, 2006, April 11, 2006, July 24, 2006, December 19, 2006, May 22, 2007, June 8, 2007, June 14, 2007 and July 24, 2007 (the "Amended Schedule 13D"), filed by Shamrock Activist Value Fund, L.P., a Delaware limited partnership ("SAVF"), Shamrock Activist Value Fund II, L.P., a Virginia limited partnership ("SAVF II"), Shamrock Activist Value Fund III, L.P., a Delaware limited partnership ("SAVF III" and, together with SAVF and SAVF II, the "Shamrock Activist Value Fund"), Shamrock Activist Value Fund GP, L.L.C., a Delaware limited liability company (the "General Partner"), and Shamrock Partners Activist Value Fund, L.L.C., a Delaware limited liability company ("Shamrock Partners" and, collectively with SAVF, SAVF II, SAVF III and the General Partner, the "Reporting Persons"), with respect to Common Shares, \$.001 par value per share ("Common Shares"), of Collectors Universe, Inc., a Delaware corporation (the "Company"). Capitalized terms used and not defined in this Amendment No. 9 shall have the meanings set forth in the Amended Schedule 13D. Except as specifically provided herein, this Amendment No. 9 does not modify any of the information previously reported in the Amended Schedule 13D.

2. ITEM 2 OF THE AMENDED SCHEDULE 13D IS HEREBY AMENDED AND RESTATED IN ITS ENTIRETY:

ITEM 2. Identity and Background.

(a)-(c), (f). The Reporting Persons are: (i) Shamrock Activist Value Fund, L.P., a Delaware limited partnership ("SAVF"), (ii) Shamrock Activist Value Fund II, L.P., a Virginia limited partnership ("SAVF II"), (iii) Shamrock Activist Value Fund III, L.P., a Delaware limited partnership ("SAVF III"), (iv) Shamrock Activist Value Fund GP, L.L.C., a Delaware limited liability company and the general partner of SAVF, SAVF II and SAVF III (the "General Partner") and (v) Shamrock Partners Activist Value Fund, L.L.C., a Delaware limited liability company and the managing member of the General Partner ("Shamrock Partners"). The principal business of SAVF, SAVF II and SAVF III (SAVF, SAVF II and SAVF III collectively, are referred to herein as "Shamrock Activist Value Fund") is investing in the securities of publicly traded small and micro-cap companies in the United States. The principal business of the General Partner is acting as general partner of Shamrock Activist Value Fund, and the principal business of Shamrock Partners is acting as the managing member of the General Partner.

The managing members of Shamrock Partners are Shamrock Holdings of California, Inc., a California corporation ("SHOC"), and Stanley P. Gold, an individual who is President of SHOC. All of the capital stock of SHOC is owned by Shamrock Holdings, Inc., a Delaware corporation ("SHI"). SHOC and SHI, together with their subsidiary entities, are holding

companies engaged in the making, holding and disposing of investments in various industries, principally in the United States and Israel.

The Roy E. Disney Trust and the Patricia A. Disney Trust each own approximately 2.26% of the common stock of SHI. Roy Patrick Disney, Susan Disney Lord, Abigail Edna Disney and Timothy J. Disney own an aggregate of approximately 45.4% of the common stock of SHI. In addition, Stanley P. Gold is the sole trustee of four trusts established for the benefit of Roy Patrick Disney, Susan Disney Lord, Abigail Edna Disney and Timothy J. Disney, which hold an aggregate of approximately 50% of SHI common stock. Mr. Gold is also the trustee of the Patricia Disney Trust.

The principal executive offices of Shamrock Activist Value Fund, the General Partner, Shamrock Partners, SHOC and SHI are located at 4444 W. Lakeside Drive, Burbank, California 91505.

The business address of each of the persons listed below is 4444 W. Lakeside Drive, Burbank, California 91505. The names and principal occupations or employments of the directors, executive officers and controlling persons of Shamrock Activist Value Fund, the General Partner, Shamrock Partners, SHOC and SHI are as follows:

Name	Principal Occupation Or Employment
Roy E. Disney	Chairman of the Board of Directors of SHI and SHOC. Chairman of the Board of Directors of Shamrock Capital Advisors, Inc., a Delaware corporation (SCA) (a subsidiary of SHOC that provides management and consulting services, principally to SHOC and investment partnerships organized by SHOC, including businesses in which such partnerships invest). The principal executive office of SCA is 4444 W. Lakeside Drive, Burbank, CA 91505.
Abigail E. Disney	Vice Chairman of the Board of Directors of SHI and Executive Vice President of SHOC; investor.
Roy Patrick Disney	Director of SHI; investor.
Susan Disney Lord	Director of SHI; investor.
Timothy J. Disney	Director of SHI; investor.
Stanley P. Gold	Director and President of SHI and SHOC. Director, President and Managing Director of SCA. Managing Member and President of Shamrock Partners.

Dennis A. Johnson	Managing Director of SCA; Vice President of Shamrock Partners.
Eugene I. Krieger	Vice Chairman of the Board of Directors and Chief Operating Officer of SHI. Vice Chairman of the Board of Directors of SCA. Vice President of SHOC and Shamrock Partners.
Robert G. Moskowitz	Executive Vice President of SHI and SHOC; Managing Director of SCA.
Gregory S. Martin	Chief Financial Officer and Treasurer of SHOC, SHI, SCA and Shamrock Partners.

All of the persons listed above are citizens and residents of the United States.

(d)-(e) During the last five years, none of the Reporting Persons or, to the Reporting Persons' best knowledge, any of their directors, executive officers or controlling persons, as the case may be, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person 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 violation with respect to such laws.

3. ITEM 4 OF THE AMENDED SCHEDULE 13D IS HEREBY AMENDED TO ADD THE FOLLOWING INFORMATION:

ITEM 4. Purpose of Transaction.

In connection with a redemption request from a partner of SAVF II, SAVF II intends to dispose of Common Shares owned by it. Although SAVF II currently intends to dispose of Common Shares by distributing them to the partner who has requested such redemption in connection with redeeming such partner's interest in SAVF II, SAVF II may instead determine to sell such Common Shares in the open market, in private transactions or otherwise. Whether SAVF II distributes such Common Shares to the partner requesting redemption or instead elects to sell some or all such Common Shares will depend upon market conditions and other considerations SAVF II may deem relevant, including, without limitation, current trading prices of the Company's securities, liquidity and trading volume considerations, the prices and terms that may be available in privately negotiated transactions, the proximity of the next open trading window under the Company's insider trading policy, and other factors SAVF II may deem relevant to its decision. At this time, SAVF II does not have any plans or intentions to purchase additional securities of the Company.

Notwithstanding SAVF II's current plans and intentions described above, each of SAVF and SAVF III may determine from time to time (a) to acquire additional securities of the Company in the open market, in private transactions (including from SAVF II or a partner of SAVF II who has received a distribution of Common Shares) or otherwise, or (b) to sell some or all of the securities it now holds or hereafter acquires as set forth above or otherwise, based on factors that such Reporting Persons may deem relevant, which may include, without limitation, (i) market and general economic conditions, (ii) the business affairs and financial conditions of the Company, (iii) the availability of securities at favorable prices, (iv) alternative investment opportunities available to such Reporting Persons, (v) new or increases in capital commitments from partners in such Reporting Persons, (vi) the capital requirements of SAVF and/or SAVF III, (vii) in response to redemption requests from their respective partners, (viii) any applicable restrictions in the Company's insider trading policy, or (ix) other factors from time to time deemed to be relevant.

Except as stated in response to this Item 4, the Reporting Persons have no current plans or proposals with respect to the Company or its securities of the types enumerated in paragraphs (a) through (j) of this Item 4 to the form Schedule 13D promulgated under the Act.

ITEM 7. Material to be Filed as Exhibits.

Joint Filing Agreement, dated March 1, 2006, among Shamrock Activist Value Fund, L.P., Shamrock Activist Value Fund II, L.P., Shamrock Activist Value Fund III, L.P., Shamrock Activist Value Fund GP, L.L.C. and Shamrock Partners Activist Value Fund, L.L.C. (incorporated herein by reference to Exhibit 4 to Schedule 13D Amendment No. 1, filed on March 1, 2006, relating to the Common Shares of the Company, filed by the Reporting Persons with the United States Securities and Exchange Commission).

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: October 3, 2008

SHAMROCK ACTIVIST VALUE FUND, L.P.

By: Shamrock Activist Value Fund GP, L.L.C., its general partner

By: Shamrock Partners Activist Value Fund, L.L.C., its managing member

By: /s/ Dennis Johnson
Name: Dennis Johnson
Title: Vice President

SHAMROCK ACTIVIST VALUE FUND II, L.P.

By: Shamrock Activist Value Fund GP, L.L.C., its general partner

By: Shamrock Partners Activist Value Fund, L.L.C., its managing member

By: /s/ Dennis Johnson
Name: Dennis Johnson
Title: Vice President

SHAMROCK ACTIVIST VALUE FUND III, L.P.

By: Shamrock Activist Value Fund GP, L.L.C., its general partner

By: Shamrock Partners Activist Value Fund, L.L.C., its managing member

By: /s/ Dennis Johnson
Name: Dennis Johnson
Title: Vice President

SHAMROCK ACTIVIST VALUE FUND GP, L.L.C.

By: Shamrock Partners Activist Value Fund, L.L.C., its
managing member

By: /s/ Dennis Johnson
Name: Dennis Johnson
Title: Vice President

SHAMROCK PARTNERS ACTIVIST VALUE FUND, L.L.C.

By: /s/ Dennis Johnson
Name: Dennis Johnson
Title: Vice President