

JERICHO II LLC
Form SC 13D/A
August 27, 2001
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UNITED STATES
SECURITIES EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)
(Amendment No. 4)*

BIGMAR. INC.
(Name of Issuer)

COMMON STOCK, \$0.001 PAR VALUE
(Title of Class of Securities)

089893 10 1
(CUSIP Number)

Cynthia R. May
Jericho II, LLC
13260 Spencer Road
Hemlock, Michigan 48626
(517) 797-5502

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

August 15, 2001
(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(b)(3) or (4), 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.

(Continued on following pages)

(Page 1 of 5 pages)

* 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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Item 4.

Item 5.

SIGNATURE

SCHEDULE I

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SCHEDULE 13D

CUSIP NO. 089893 10

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

Jericho II, LLC
IRS Identification
No. 38-3328404

2 CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP*

(a)

Not
applicable (b)

3 SEC USE ONLY

4 SOURCE OF
FUNDS* 00

5 CHECK BOX IF
DISCLOSURE OF
LEGAL
PROCEEDINGS IS
REQUIRED
PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION
Michigan

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH**

**REPORTING
PERSON
WITH**

7 SOLE
VOTING POWER

6,423,539

8 SHARED
VOTING POWER

0

9 SOLE
DISPOSITIVE
POWER

6,423,539

10 SHARED
DISPOSITIVE
POWER

0

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON 6,423,539

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

13 PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(1) 55%

14 TYPE OF
REPORTING
PERSON* 00

*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

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CUSIP NO. 089893 10

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

Cynthia R. May

2 CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP*

(a)

Not applicable

(b)

3 SEC USE ONLY

4 SOURCE OF
FUNDS* 00

5 CHECK BOX IF
DISCLOSURE OF
LEGAL
PROCEEDINGS IS
REQUIRED
PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION
United States

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

7 SOLE
VOTING POWER

0

8 SHARED
VOTING POWER

6,607,805

9 SOLE
DISPOSITIVE
POWER

0

10 SHARED
DISPOSITIVE
POWER

6,607,805

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON 6,607,805

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

13 PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(11) 56.6%

14 TYPE OF
REPORTING
PERSON* IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.**

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Item 4. Purpose of Transaction

This amendment to Schedule 13D is being filed to report proposed actions by Ms. May and Jericho which would result in a change to the structure and composition of the current Board of Directors of Bigmar. Item 4 is therefore amended by adding the following statement:

On August 15, 2001 Jericho and Ms. May, acting in concert with another shareholder, increased the size of the board, and appointed four new directors to fill the resulting vacancies.

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Item 5. Interest in Securities of the Issuer

(a) and (b) Jericho owns beneficially 6,423,539 shares of Bigmar Common Stock. These shares include (i) a Common Stock Warrant for the purchase of 500,000 shares at a price of \$5.00 per share, (ii) a Preferred Stock Warrant for the purchase of 1,000,000 shares at a price of \$2.5625 per share, and (iii) 4,923,539 shares of Common Stock. In the aggregate, assuming exercise of the Warrants, Jericho may thus be deemed the beneficial owner of approximately 55% of the aggregate of (i) the 10,168,973 shares of Bigmar Common Stock outstanding on August 13, 2001 (as reported on Bigmar's Quarterly Report on Form 10-Q for the quarterly period ending June 30, 2001) plus (ii) the 1,500,000 shares issuable on exercise of the Warrants.

Cynthia May, owns beneficially 6,607,805 shares of Bigmar Common Stock. These shares include, (i) 4,923,539 shares of Bigmar Common Stock held of record by Jericho, over which Ms. May has investment and dispositive power, (ii) the Common Stock Warrant held by Jericho for the purchase of 500,000 shares of Bigmar Common Stock, (iii) the Preferred Stock Warrant held by Jericho for the purchase of 1,000,000 shares of Bigmar Preferred Stock, and (iv) 184,266 shares of Bigmar Common Stock held of record by GRQ, over which Ms. May has investment and dispositive power. In the aggregate, assuming exercise of the Warrants by Jericho, Ms. May would thus be deemed the beneficial owner of approximately 56.6% of (i) the 10,168,973 shares of Bigmar Common Stock outstanding on August 13, 2001 (as reported on Bigmar's Quarterly Report on Form 10-Q for the quarterly period ending June 30, 2001) plus (ii) the 1,500,000 shares issuable on exercise of the Warrants.

Based on a form 13G filed with the SEC by John Tramontana on February 10, 1999, Mr. Tramontana, a member of Jericho and the Chief Executive Officer of Bigmar was the beneficial owner of 1,285,800 shares of Bigmar Common Stock (which includes 250,000 shares issuable upon exercise of options). The Reporting Persons have not sought to independently verify Mr. Tramontana's holdings.

Except as set forth above, neither Cynthia May nor Jericho nor, to the best of Jericho's knowledge, any of the individuals named in Schedule I hereto, is the beneficial owner of Bigmar Common Stock.

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.

JERICO II, LLC

Date:
August 23,
2001 By:
/s/ Cynthia
R.
May Cynthia
R.
May Title:
Member CYNTHIA
R.
MAY /s/
Cynthia R.
May

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SCHEDULE I

DIRECTORS AND EXECUTIVE OFFICERS OF JERICO II LLC

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The name, present principal occupation or employment, and business address of each of the members of Jericho II, LLC (Jericho) is set forth below. Each individual listed below is a citizen of the United States.

Members

Cynthia R. May
Director, Saginaw Control & Engineers
95 Midland Road
Saginaw, MI 48603

Harold Baldauf
Director, Saginaw Control & Engineers
95 Midland Road
Saginaw, MI 48603

John Tramontana
Chairman, Bigmar, Inc.
via Cadepiano 24
CH-6917 Barbengo
SWITZERLAND

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