

Edgar Filing: TECHTEAM GLOBAL INC - Form SC 13D/A

TECHTEAM GLOBAL INC
Form SC 13D/A
March 09, 2006

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 4)*

TechTeam Global, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

878311 10 9

(CUSIP Number)

COPY TO:

Seth W. Hamot
Roark, Rearden & Hamot, LLC
420 Boylston Street
Boston, MA 02116
(617) 595-4400

David A. Fine, Esq.
Ropes & Gray LLP
One International Place
Boston, MA 02110
(617) 951-7473

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

March 8, 2006

(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 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

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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).

Page 1 of 10 Pages

SCHEDULE 13D

CUSIP No. 878311 10 9

Page 2 of 10 Pages

1. NAME OF REPORTING PERSON: Seth W. Hamot

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
.
(a) []
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS*

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

A United States Citizen

| | |
|------------------------------|---------|
| 7. SOLE VOTING POWER | 873,943 |
| 8. SHARED VOTING POWER | -0- |
| 9. SOLE DISPOSITIVE POWER | 873,943 |
| 10. SHARED DISPOSITIVE POWER | -0- |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

873,943

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.8%(1)

14. TYPE OF REPORTING PERSON*

IN, HC

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(1) The percentage ownership is based upon 9,926,427 issued and outstanding shares as reported by the Issuer in its filing on Form 10-Q for the quarter ended September 30, 2005.

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Page 2 of 10 Pages

SCHEDULE 13D

CUSIP No. 878311 10 9

Page 3 of 10 Pages

1. NAME OF REPORTING PERSON: Costa Brava Partnership III L.P.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 04-3387028

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

(a) []

(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS*

WC

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

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

A Delaware Limited Partnership

7. SOLE VOTING POWER 873,943

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8. SHARED VOTING POWER -0-

9. SOLE DISPOSITIVE POWER 873,943

10. SHARED DISPOSITIVE POWER -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

873,943

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.8% (1)

14. TYPE OF REPORTING PERSON*

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PN

(1) The percentage ownership is based upon 9,926,427 issued and outstanding shares as reported by the Issuer in its filing on Form 10-Q for the quarter ended September 30, 2005.

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13D

CUSIP No. 878311 10 9

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1. NAME OF REPORTING PERSON: Roark, Rearden & Hamot, LLC
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 10-0000708

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
.
(a) []
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS*

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

A Delaware Limited Partnership

| | | |
|----------------------------------|------------------------------|---------|
| | 7. SOLE VOTING POWER | 873,943 |
| NUMBER OF SHARES | 8. SHARED VOTING POWER | -0- |
| BENEFICIALLY OWNED BY EACH | 9. SOLE DISPOSITIVE POWER | 873,943 |
| REPORTING PERSON | 10. SHARED DISPOSITIVE POWER | -0- |
| WITH | | |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

873,943

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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8.8%(1)

14. TYPE OF REPORTING PERSON*

OO - Other

(1) The percentage ownership is based upon 9,926,427 issued and outstanding shares as reported by the Issuer in its filing on Form 10-Q for the quarter ended September 30, 2005.

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13D

CUSIP No. 878311 10 9

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1. NAME OF REPORTING PERSON: Andrew R. Siegel

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

(a) []

(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS*

WC

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

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

A United States Citizen

| | | |
|--|------------------------------|---------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. SOLE VOTING POWER | 873,943 |
| | 8. SHARED VOTING POWER | -0- |
| | 9. SOLE DISPOSITIVE POWER | 873,943 |
| | 10. SHARED DISPOSITIVE POWER | -0- |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

873,943

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.8% (1)

14. TYPE OF REPORTING PERSON*

IN, HC

(1) The percentage ownership is based upon 9,926,427 issued and outstanding shares as reported by the Issuer in its filing on Form 10-Q for the quarter ended September 30, 2005.

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13D

CUSIP No. 878311 10 9

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1. NAME OF REPORTING PERSON: James A. Lynch

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

.

(a) []
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS*

PF

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

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

A United States Citizen

| | | |
|---------------------|------------------------------|-------|
| | 7. SOLE VOTING POWER | 5,000 |
| NUMBER OF SHARES | | |
| BENEFICIALLY | 8. SHARED VOTING POWER | -0- |
| OWNED BY | | |
| EACH | 9. SOLE DISPOSITIVE POWER | 5,000 |
| REPORTING | | |
| PERSON | 10. SHARED DISPOSITIVE POWER | -0- |
| WITH | | |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,000

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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.05%(1)

14. TYPE OF REPORTING PERSON*

IN

(1) The percentage ownership is based upon 9,926,427 issued and outstanding shares as reported by the Issuer in its filing on Form 10-Q for the quarter ended September 30, 2005.

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Page 6 of 10 Pages

AMENDMENT NO. 4 TO SCHEDULE 13D

TechTeam Global, Inc.

This amendment ("Amendment No. 4") amends the Schedule 13D previously filed on December 16, 2005, as amended by Amendment No. 1 filed on December 20, 2005, Amendment No. 2 filed January 9, 2006 and Amendment 3 filed February 24, 2006, by Costa Brava Partnership III L.P. ("Costa Brava"), Roark, Rearden & Hamot, LLC, Seth W. Hamot, Andrew R. Siegel and James A. Lynch with the Securities and Exchange Commission with respect to the shares of common stock, \$0.01 par value (the "Common Stock"), of TechTeam Global, Inc., a Delaware corporation (the "Issuer"). Each of the parties listed in the immediately preceding sentence is referred to individually as a "Filer" and collectively as the Filers.

Item 4. Purpose of Transaction.

This Item 4 is hereby amended by adding the following:

On February 24, 2006, Costa Brava delivered to the Issuer a demand for the Issuer's list of stockholders and certain other books and records. A copy of this letter is filed as Exhibit 99.3 and incorporated herein by reference. The Issuer failed to respond to Costa Brava's demand letter within five business days of delivery. On March 8, 2006, Costa Brava filed a complaint against the Issuer in the Court of Chancery of the State of Delaware, seeking an order to compel the Issuer to make the Issuer's list of stockholders and certain other books and records available for inspection and copying by Costa Brava pursuant to 8 Del. C. ss. 220 ("Section 220"). A copy of the complaint is filed as Exhibit 99.4 hereto and incorporated herein by reference.

On March 9, 2006, Costa Brava sent the Issuer a supplemental letter updating information contained in the notice of Costa Brava's intention to propose the nomination of a slate of directors at the 2006 annual meeting of the Issuer's stockholders. The original notice was delivered to the Issuer on February 23, 2006. A copy of the supplemental letter is filed as Exhibit 99.5 hereto and incorporated herein by reference.

SHAREHOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER

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DOCUMENTS RELATED TO SOLICITATION OF PROXIES BY THE FILERS FROM THE STOCKHOLDERS OF TECHTEAM GLOBAL, INC. FOR USE AT ITS ANNUAL MEETING (A) WHEN AND IF THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS IN ANY SUCH PROXY SOLICITATION, AND (B) WHEN AND IF COMPLETED, A DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY WHICH WILL BE MAILED TO SHAREHOLDERS OF TECHTEAM GLOBAL, INC. AND WILL BE AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT <http://www.sec.gov>.

The Filers have no current plans to seek or propose, but may in the future consider, after the results of conversions with the Issuer's management and directors are known, other alternatives for their investment in the Issuer. The Filers further reserves the right to increase, decrease or eliminate their investment in the Issuer or take any other action relative thereto.

Item 7. Material to be Filed as Exhibits.

-
- | | |
|--------------------|---|
| Exhibit A | Agreement Regarding the Joint Filing of Schedule 13D.* |
| Exhibit B | Information concerning the Filer's transactions for the period from October 18, 2005 to December 16, 2005.* |
| Page 7 of 10 Pages | |
| Exhibit A | Agreement Regarding the Joint Filing of Schedule 13D.* |
| Exhibit 99.1 | Letter to Board of Directors.* |
| Exhibit A | Agreement Regarding the Joint Filing of Schedule 13D.* |
| Exhibit 99.1 | Letter to the Secretary of the Issuer dated January 9, 2006.* |
| Exhibit 1 | Agreement Regarding the Joint Filing of Schedule 13D.* |
| Exhibit 2 | Letter to the Secretary of the Issuer dated February 7, 2006.* |
| Exhibit 3 | First Amended Complaint filed by Costa Brava Partnership III, L.P. in the Court of Chancery of the State of Delaware against TechTeam Global, Inc.* |
| Exhibit 4 | Notification Letter from Costa Brava Partnership III, L.P. to the Issuer dated February 24, 2006.* |
| Exhibit 99.2 | Agreement Regarding the Joint Filing of Schedule 13D. |
| Exhibit 99.3 | Demand Letter from Costa Brava Partnership III, L.P. to the Issuer dated February 24, 2006. |
| Exhibit 99.4 | Complaint filed by Costa Brava Partnership III, L.P. in the Court of Chancery of the State of Delaware against TechTeam Global, Inc. |
| Exhibit 99.5 | Supplemental Letter from Costa Brava Partnership III, L.P. to the Issuer dated March 9, 2006. |

* Filed with an earlier version of this Schedule 13D.

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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.

DATED: March 9, 2006

COSTA BRAVA PARTNERSHIP III, L.P.

By: Roark, Rearden & Hamot, LLC
its General Partner

By: /s/ SETH W. HAMOT

Seth W. Hamot
President

SETH W. HAMOT

By: /s/ SETH W. HAMOT

Seth W. Hamot

ROARK, REARDEN & HAMOT, LLC

By: /s/ SETH W. HAMOT

Seth W. Hamot
President

JAMES A. LYNCH

By: /s/ JAMES A. LYNCH

James A. Lynch

ANDREW R. SIEGEL

By: /s/ ANDREW R. SIEGEL

Andrew R. Siegel

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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EXHIBIT INDEX

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The following documents are filed herewith or incorporated by reference

| Exhibit/Description | Page |
|--|---|
| (Exhibit A) Agreement Regarding the Joint Filing of Schedule 13D. | Exhibit A to Schedule 13D filed on December 16, 2005. |
| (Exhibit B) Information concerning the Filer's transactions for the period from October 18, 2005 to December 16, 2005. | Exhibit B to Schedule 13D filed on December 16, 2005. |
| (Exhibit A) Agreement Regarding the Joint Filing of Schedule 13D. | Exhibit A to the Amendment on Schedule 13D filed on December 19, 2006. |
| (Exhibit 99.1) Letter to Board of Directors. | Exhibit 99.1 to the Amendment of Schedule 13D filed on December 19, 2006. |
| (Exhibit A) Agreement Regarding the Joint Filing of Schedule 13D. | Exhibit A to the Amendment of Schedule 13D filed on January 9, 2006. |
| (Exhibit 99.1) Letter to the Secretary of the Issuer dated January 9, 2006. | Exhibit 99.1 to the Amendment of Schedule 13D filed on January 9, 2006. |
| (Exhibit 1) Agreement Regarding the Joint Filing of Schedule 13D. | Exhibit 1 to the Amendment of Schedule 13D filed on February 24, 2006. |
| (Exhibit 2) Letter to the Secretary of the Issuer dated February 7, 2006. | Exhibit 2 to the Amendment of Schedule 13D filed on February 24, 2006. |
| (Exhibit 3) First Amended Complaint filed by Costa Brava Partnership III, L.P. in the Court of Chancery of the State of Delaware against TechTeam Global, Inc. | Exhibit 3 to the Amendment of Schedule 13D filed on February 24, 2006. |
| (Exhibit 4) Notification Letter from Costa Brava Partnership III, L.P. to the Issuer dated February 24, 2006. | Exhibit 4 to the Amendment of Schedule 13D filed on February 24, 2006. |
| (Exhibit 99.2) Agreement Regarding the Joint Filing of Schedule 13D. | Exhibit 99.2 hereto. |
| (Exhibit 99.3) Demand Letter from Costa Brava Partnership III, L.P. to the Issuer dated February 24, 2006. | Exhibit 99.3 hereto. |
| (Exhibit 99.4) Complaint filed by Costa Brava Partnership III, L.P. in the Court of Chancery of the State of Delaware against TechTeam Global, Inc. | Exhibit 99.4 hereto; |
| (Exhibit 99.5) Supplemental Letter from Costa Brava Partnership III, | Exhibit 99.5 hereto. |

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L.P. to the Issuer dated March 9,
2006.

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Exhibit 99.2

AGREEMENT REGARDING
THE JOINT FILING OF SCHEDULE 13D

The undersigned hereby agree as follows:

(i) Each of them is individually eligible to use the Schedule 13D to which this Exhibit is attached, and such Schedule 13D is filed on behalf of each of them; and

(ii) Each of them is responsible for the timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated: March 9, 2006

COSTA BRAVA PARTNERSHIP III L.P.

By: Roark, Rearden & Hamot, LLC,
its General Partner

By: /s/ SETH W. HAMOT

Seth W. Hamot
President

SETH W. HAMOT

By: /s/ SETH W. HAMOT

Seth W. Hamot

ROARK, REARDEN & HAMOT, LLC

By: /s/ SETH W. HAMOT

Seth W. Hamot
President

JAMES A. LYNCH

By: /s/ JAMES A. LYNCH

James A. Lynch

ANDREW R. SIEGEL

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By: /s/ ANDREW R. SIEGEL

Andrew R. Siegel