

MAGNETEK, INC.
Form SC 13D/A
August 04, 2015

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

MAGNETEK, INC.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

559424403
(CUSIP Number)

D. Kyle Cerminara

Fundamental Global Investors, LLC

4201 Congress Street, Suite 140

Charlotte, North Carolina 28209

(704) 323-6851

With a copy to:

Derek D. Bork

Thompson Hine LLP

3900 Key Center

127 Public Square

Cleveland, Ohio 44114

(216) 566-5500

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

July 26, 2015

(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 .

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*).

CUSIP No. **559424403** 13D Page 2 of 10 Pages

NAME OF REPORTING PERSON

1

Fundamental Global Partners, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

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

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
SHARES

8

BENEFICIALLY
OWNED BY
EACH

108,047

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

9

0

SHARED DISPOSITIVE POWER

10

108,047

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

108,047

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

3.0%

TYPE OF REPORTING PERSON

14

PN

CUSIP No. **559424403** 13D Page 3 of 10 Pages

NAME OF REPORTING PERSON

1

Fundamental Global Partners Master Fund, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..
(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

SOLE VOTING POWER

7

0
SHARED VOTING POWER

NUMBER OF
SHARES **8**

BENEFICIALLY
OWNED BY **213,028**
EACH
SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH **9**

0
SHARED DISPOSITIVE POWER

10

213,028

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

213,028

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

6.0%

TYPE OF REPORTING PERSON

14

PN

CUSIP No. **559424403** 13D Page 4 of 10 Pages

NAME OF REPORTING PERSON

1

Fundamental Global Partners GP, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

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

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

North Carolina

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
SHARES

8

BENEFICIALLY
OWNED BY
EACH

108,047

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

9

0

SHARED DISPOSITIVE POWER

10

108,047

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

108,047

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

3.0%

TYPE OF REPORTING PERSON

14

OO

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NAME OF REPORTING PERSON

1

FG Partners GP, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

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

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Florida

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
SHARES

8

BENEFICIALLY
OWNED BY
EACH

213,028

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

9

0

SHARED DISPOSITIVE POWER

10

213,028

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

213,028

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

6.0%

TYPE OF REPORTING PERSON

14

00

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NAME OF REPORTING PERSON

1

Fundamental Global Investors, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

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

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

North Carolina

SOLE VOTING POWER

7

0

SHARED VOTING POWER

NUMBER OF
SHARES

8

BENEFICIALLY
OWNED BY
EACH

321,075

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

9

0

SHARED DISPOSITIVE POWER

10

321,075

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

321,075

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

9.0%

TYPE OF REPORTING PERSON

14

00

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NAME OF REPORTING PERSON

1

Joseph H. Moglia

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS

4

PF

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

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

74,000

SHARED VOTING POWER

NUMBER OF
SHARES

8

BENEFICIALLY
OWNED BY
EACH

0

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

9

74,000

SHARED DISPOSITIVE POWER

10

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

74,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.1%

TYPE OF REPORTING PERSON

14

IN

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This Amendment No. 5 to Statement of Beneficial Ownership on Schedule 13D (“Amendment No. 5”) amends the Statement of Beneficial Ownership on Schedule 13D filed by the Reporting Persons on February 28, 2014, as amended (the “Schedule 13D” or this “Statement”), with respect to the Common Stock, par value \$0.01 per share (the “Common Stock”), of Magnetek, Inc., a Delaware corporation (the “Company”). Capitalized terms used but not defined in this Amendment No. 5 shall have the meanings set forth in the Schedule 13D. Except as amended and supplemented by this Amendment No. 5, the Schedule 13D remains unchanged.

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

The total cost for purchasing the Common Stock reported as owned by Fundamental Global Partners, LP and Fundamental Global Partners Master Fund, LP in this Statement, including brokerage commissions, was approximately \$8,374,710.

Item 5. Interest in Securities of the Issuer.

Each of the Reporting Persons holds the number and percentage of shares of Common Stock disclosed as beneficially owned by it or him in the applicable table set forth on the cover page to this Statement.

In addition, CWA Asset Management Group, LLC (doing business as “Capital Wealth Advisors”) holds 77,925 shares of Common Stock of the Company for the accounts of individual investors, which represents approximately 2.2% of the Company’s outstanding shares of Common Stock. CWA Asset Management Group, LLC provides wealth management, estate planning and family office services to individual investors. Fundamental Global Investors, LLC owns 50% of CWA Asset Management Group, LLC.

FGI Global Asset Allocation Fund, Ltd. holds 5,622 shares of Common Stock of the Company, the total cost of which, including brokerage commissions, was approximately \$247,174. These shares represent approximately 0.2% of the Company’s outstanding shares of Common Stock. The investment manager of FGI Global Asset Allocation Fund, Ltd. is FGI International USVI, LLC. Fundamental Global Investors, LLC owns 60% of FGI International USVI, LLC. The managers of FGI International USVI, LLC are D. Kyle Cerminara and Lewis M. Johnson.

Mr. Cerminara holds an option to acquire 2,000 shares of Common Stock of the Company, with an exercise price of \$38.51 per share, that was granted to him by the Company on May 1, 2015 in connection with his service as a director of the Company. Mr. Cerminara also holds 404.518 Phantom Stock Units that were issued under the Company's Director Compensation and Deferral Investment Plan and will be settled in shares of Common Stock of the Company upon his termination of service as a director of the Company.

Each percentage ownership of shares of Common Stock set forth in this Statement is based on the 3,564,584 shares of Common Stock reported by the Company as outstanding as of May 1, 2015 in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission with respect to its quarterly period ended March 29, 2015.

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

On July 26, 2015, the Company entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Columbus McKinnon Corporation, a New York corporation (“Parent”), and Megatron Acquisition Corp., a Delaware corporation and wholly owned subsidiary of Parent (“Merger Sub”). The Merger Agreement contemplates that Merger Sub will commence a cash tender offer (the “Offer”) to acquire all of the shares of the Company’s Common Stock for a purchase price of \$50.00 per share and that, following the consummation of the Offer, Merger Sub will be merged with and into the Company, with the Company becoming a wholly owned subsidiary of Parent.

On July 26, 2015, Fundamental Global Partners, LP, Fundamental Global Partners Master Fund, LP, Fundamental Global Partners GP, LLC, FG Partners GP, LLC, Fundamental Global Investors, LLC, D. Kyle Cerminara, and Lewis M. Johnson (the “Supporting Stockholders”) entered into a “Support of the Offer” letter agreement (the “Support Agreement”) with Parent and Merger Sub, pursuant to which the Supporting Stockholders have agreed to tender in the Offer, and not withdraw from the Offer, all of the shares of Common Stock beneficially owned by them, subject to the terms and conditions of the Support Agreement.

The obligations of the Supporting Stockholders in the Support Agreement will terminate upon, among other events, the termination of the Merger Agreement in accordance with its terms, any amendment to the Merger Agreement that results in a decrease in the Offer price, or any change in the form of consideration to be paid in the Offer.

This summary of the Support Agreement is not complete and is qualified by reference to the full text of the Support Agreement, a copy of which is filed as Exhibit 99.1 to this Amendment No. 5 and is hereby incorporated herein by reference.

Pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the Reporting Persons have entered into an agreement with respect to the joint filing of this Statement, which agreement is set forth on the signature page to this Statement.

Item 7. Material to Be Filed as Exhibits.

The following documents are filed as exhibits:

99.1 “Support of the Offer” letter agreement, dated July 26, 2015, by and among Fundamental Global Partners, LP, Fundamental Global Partners Master Fund, LP, Fundamental Global Partners GP, LLC, FG Partners GP, LLC, Fundamental Global Investors, LLC, D. Kyle Cerminara, Lewis M. Johnson, Columbus McKinnon Corporation, and Megatron Acquisition Corp.

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SIGNATURE

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

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of this Statement on Schedule 13D with respect to the Common Stock of the Company.

Dated: August 4, 2015

FUNDAMENTAL GLOBAL PARTNERS,
LP,
by Fundamental Global Partners GP, LLC, its
general partner

/s/ D. Kyle Cerminara
D. Kyle Cerminara
Partner and Manager

FUNDAMENTAL GLOBAL PARTNERS
MASTER FUND, LP,
by FG Partners GP, LLC, its general partner

/s/ D. Kyle Cerminara
D. Kyle Cerminara
Manager

FUNDAMENTAL GLOBAL PARTNERS
GP, LLC

/s/ D. Kyle Cerminara
D. Kyle Cerminara
Partner and Manager

FG PARTNERS GP, LLC

/s/ D. Kyle Cerminara
D. Kyle Cerminara
Manager

FUNDAMENTAL GLOBAL INVESTORS,
LLC

/s/ D. Kyle Cerminara
D. Kyle Cerminara
Chief Executive Officer, Partner and Manager

/s/ D. Kyle Cerminara
D. Kyle Cerminara

/s/ Lewis M. Johnson
Lewis M. Johnson

/s/ Joseph H. Moglia
Joseph H. Moglia