

Edgar Filing: OM GROUP INC - Form 3

OM GROUP INC
Form 3
December 18, 2002

FORM 3

OMB APPROVAL

OMB Number: 3235-0104
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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

Ardsley Advisory Partners

(Last) (First) (Middle)

262 Harbor Drive

(Street)

Stamford CT 06902

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

12/13/02

3. IRS Identification Number of Reporting Person, if an entity (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

OM Group, Inc. (OMG)

5. Relationship of Reporting Person to Issuer (Check all applicable)

[] Director
[X] 10% Owner
[] Officer (give title Below)

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[] Other (Specify below) (1)

 6. If Amendment, Date of Original (Month/Day/Year)

 7. Individual or Joint/Group Filing (Check applicable line)

[] Form filed by One Reporting Person
 [X] Form filed by More than One Reporting Person

Table I--Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Owners (Instr. 4)
OM Group, Inc. Common Stock, \$0.01 par value per share ("Common Stock")	3,050,000	I(1)	(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Over)

(Print or Type Responses)

FORM 3 (continued)

Table II--Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convert

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date Month/Day/Year	3. Title and Amount of Securities Underlying	4. Conversion or Exercise Price of	5.
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(Print or Type Responses)

Joint Filer Information

Name: Ardsley Offshore Fund Ltd.
Address: Romasaco Place, Wickhams Cay I, Roadtown Tortola,
British Virgin Islands
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)
Date of Event Requiring Statement: 12/13/02

Signature: Ardsley Offshore Fund, Ltd.

By: Neil Glass, its vice president and administrative manager
By: /s/ Neil Glass

Name: Neil Glass
Title: Vice President and Administrative Manager

Name: Ardsley Partners Fund II, L.P.
Address: 262 Harbor Drive, Stamford, Connecticut 06902
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)
Date of Event Requiring Statement: 12/13/02

Signature: Ardsley Partners Fund II, L.P.

By: Ardsley Partners I, its general partner
By: /s/ Philip J. Hempleman

Name: Philip J. Hempleman
Title: Managing Partner

Name: Ardsley Partners Fund I, L.P.
Address: 262 Harbor Drive, Stamford, Connecticut 06902
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)
Date of Event Requiring Statement: 12/13/02

Signature: Ardsley Partners Fund I, L.P.

By: Ardsley Partners I, its general partner
By: /s/ Philip J. Hempleman

Name: Philip J. Hempleman
Title: Managing Partner

Name: Ardsley Partners Institutional Fund, L.P.
Address: 262 Harbor Drive, Stamford, Connecticut 06902
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)
Date of Event Requiring Statement: 12/13/02

Signature: Ardsley Partners Institutional Fund, L.P.

By: Ardsley Partners I, its general partner

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By: /s/ Philip J. Hempleman

Name: Philip J. Hempleman
Title: Managing Partner

Name: Augusta Partners L.P.
Address: 622 Third Avenue, New York, New York 10017
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)
Date of Event Requiring Statement: 12/13/02

Signature: Augusta Partners L.P.

By: Howard Singer, its general partner
By: /s/ Howard Singer

Name: Howard Singer
Title: General Partner

Name: Ardsley Partners I
Address: 262 Harbor Drive, Stamford, Connecticut 06902
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)
Date of Event Requiring Statement: 12/13/02

Signature: Ardsley Partners I

By: /s/ Philip J. Hempleman

Name: Philip J. Hempleman
Title: Managing Partner

Name: Philip J. Hempleman
Address: c/o Ardsley Advisory Partners 262 Harbor Drive,
Stamford, Connecticut 06902
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)
Date of Event Requiring Statement: 12/13/02

Signature: /s/ Philip J. Hempleman

Name: Philip J. Hempleman