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TESMA INTERNATIONAL INC
Form SC 13D/A
October 27, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934*
(Amendment No. 1)

Tesma International Inc.
(Name of Issuer)

Class A Subordinate Voting Shares
(Title of Class of Securities)

881908107
(CUSIP Number)

J. Brian Colburn
Executive Vice President, Special Projects and Secretary
Magna International Inc.
337 Magna Drive
Aurora, Ontario L4G 7K1
(905) 726-2462

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

with a copy to:

Scott M. Freeman
Sidley Austin Brown & Wood LLP
787 Seventh Avenue
New York, New York 10019
(212) 839-5300

Kenneth G. Alberstadt
Law Office of Kenneth G. Alberstadt
111 Broadway, 18th Floor
New York, NY 10006
(212) 404-7556

October 22, 2004
(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 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.

(Continued on following pages)

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* 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 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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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

445327 ONTARIO LIMITED

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

ONTARIO, CANADA

| | | | |
|--------------|----|--------------------------|----------------|
| NUMBER OF | 7 | SOLE VOTING POWER | 14,253,448 |
| SHARES | | | |
| BENEFICIALLY | 8 | SHARED VOTING POWER | NOT APPLICABLE |
| OWNED BY | | | |
| EACH | 9 | SOLE DISPOSITIVE POWER | 14,253,448 |
| REPORTING | | | |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER | NOT APPLICABLE |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,253,448

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

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

44.0%

14 TYPE OF REPORTING PERSON*

CO

CUSIP No. 881908107

SCHEDULE 13D

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

MAGNA INTERNATIONAL INC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)

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(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

ONTARIO, CANADA

| | | | |
|---|----|--------------------------|----------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER | 14,253,448 |
| | 8 | SHARED VOTING POWER | NOT APPLICABLE |
| | 9 | SOLE DISPOSITIVE POWER | 14,253,448 |
| | 10 | SHARED DISPOSITIVE POWER | NOT APPLICABLE |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,253,448

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

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

44.0%

14 TYPE OF REPORTING PERSON*

CO

CUSIP No. 881908107

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1128969 ONTARIO INC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

ONTARIO, CANADA

| | | | |
|---|----|--------------------------|----------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER | 4,484,447 |
| | 8 | SHARED VOTING POWER | NOT APPLICABLE |
| | 9 | SOLE DISPOSITIVE POWER | 4,484,447 |
| | 10 | SHARED DISPOSITIVE POWER | NOT APPLICABLE |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,484,447

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

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

19.8%

14 TYPE OF REPORTING PERSON*

CO

CUSIP No. 881908107

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

FRANK STRONACH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

AUSTRIA

| | | | |
|-----------|---|-------------------|------------|
| NUMBER OF | 7 | SOLE VOTING POWER | 14,503,448 |
|-----------|---|-------------------|------------|

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securities laws or finding any violation with respect to such laws. Mr. Stronach is a citizen of Austria.

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

Item 3 of the Original 13D is amended to disclose that the Class A Subordinate Voting Shares of Magna ("Magna Class A Shares") and cash to be paid as purchase consideration for the Class A Shares acquired by Magna in the proposed transaction will be provided by Magna (with respect to such cash, from internal funds).

Item 4. Purpose of Transaction.

On October 25, 2004, Magna issued a press release (the "Press Release") disclosing that it intends to acquire all the outstanding Class A Subordinate Voting Shares of the Issuer that it does not already own. The foregoing description is qualified in its entirety by reference to the Press Release, which is attached hereto as Exhibit 99.1, and which is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

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Mr. Stronach is a principal in Stronach & Co. ("S&Co."), a consulting firm providing services to certain subsidiaries of Magna, and may be deemed to be the beneficial owner of 250,000 Class A Shares issuable upon exercise of a currently outstanding option (the "S&Co Option") held by S&Co. that was issued to S&Co. on October 25, 1999 in consideration for consulting services to be rendered to the Issuer pursuant to a consulting agreement with S&Co. The S&Co Option will vest and become exercisable with respect to an additional 50,000 Class A Shares on October 25, 2005 provided that the consulting agreement currently in effect between S&Co. and the Issuer is not terminated prior to such date. If the proposed acquisition by Magna is consummated as planned, the S & Co Option will cease to be exercisable for Class A Shares. The filing of this statement shall not be construed as an admission that Mr. Stronach beneficially owns any Class A Shares that are or may be deemed to be beneficially owned by S&Co. Without limitation of the foregoing, Mr. Stronach disclaims beneficial ownership of such Class A Shares for purposes other than U.S. securities law purposes.

Mr. Stronach acts as one of four trustees of the Stronach Trust. The remaining trustees of the Stronach Trust are members of the reporting person's family. Mr. Stronach is entitled to appoint additional trustees and to remove trustees. Determinations by the Stronach Trust are made by a majority of the trustees, which majority must include the reporting person.

The Stronach Trust owns all the outstanding shares of 445327

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Ontario Limited ("445327"), of which the reporting person is the sole director. 445327 holds 726,829 Class B Shares of Magna, such shares representing approximately 56.4% of the total votes carried by the outstanding voting stock of Magna. The reporting person may be deemed to be the beneficial owner of 14,253,448 Class A Shares beneficially owned by Magna, 1128969 and 1620364 Ontario Inc., a wholly owned subsidiary of Magna ("1620364") (including 14,233,900 Class A Shares issuable upon conversion of an equivalent number of Class B Shares held in the aggregate by Magna and 1128969). The filing of this statement shall not be construed as an admission that Mr. Stronach beneficially owns any Class A Shares that are or may be deemed to be beneficially owned by the Stronach Trust, 445327, Magna, 1128969 or 1620364. Without limitation of the foregoing, Mr. Stronach disclaims beneficial ownership of such Class A Shares for purposes other than U.S. securities law purposes.

Assuming the beneficial ownership of all Class A Shares as to which beneficial ownership is disclaimed herein, Mr. Stronach is the beneficial owner of 14,503,448 Class A Shares, representing 44.5% of the Class A Shares (determined in accordance with Rule 13d-3).

- (b) The reporting person may be deemed to have sole voting and dispositive power with respect to the 14,503,448 Class A Shares that are the subject of this Amendment.
- (c) During the sixty days preceding the filing of this Amendment, the reporting person did not acquire any securities of the Company.
- (d)-(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit 99.1 Press Release dated October 25, 2004, issued by Magna

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SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, each of the undersigned certifies as to itself that the information set forth in this statement is true, complete and correct.

Dated: October 27, 2004

THE STRONACH TRUST

By: /s/ Frank Stronach

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Name: Frank Stronach
Title: Trustee

445327 ONTARIO LIMITED

By: /s/ Frank Stronach

Name: Frank Stronach
Title: President

MAGNA INTERNATIONAL INC.

By: /s/ Frank Stronach

Name: Frank Stronach
Title: Chairman

1128969 ONTARIO INC.

By: /s/ J. Brian Colburn

Name: J. Brian Colburn
Title: Executive Vice-President
and Secretary

/s/ Frank Stronach

Frank Stronach