

Edgar Filing: CELLSTAR CORP - Form SC 13D

CELLSTAR CORP  
Form SC 13D  
November 13, 2003

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)  
(Amendment No. 2)\*

CELLSTAR CORP.  
-----  
(Name of Issuer)

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

150925105  
-----  
(CUSIP Number)

Collin Lancaster  
General Counsel  
Stark Investments  
3600 South Lake Drive  
St. Francis, WI 53235  
414-294-7000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

November 10, 2003  
(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 [ ]

\* 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 (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

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NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

1

Michael A. Roth and Brian J. Stark, as joint filers pursuant to  
Rule 13d-1(k)

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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  | N/A  |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | [ ]  |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION   | United States                                      |
| 7  | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                      | 7 SOLE VOTING POWER<br>4,495,042 (See Item 5)      |
| 8  | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                      | 8 SHARED VOTING POWER<br>0                         |
| 9  | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                      | 9 SOLE DISPOSITIVE POWER<br>4,495,042 (See Item 5) |
| 10 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                      | 10 SHARED DISPOSITIVE POWER<br>0                   |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                           | 4,495,042 (See Item 5)                             |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*                 | [ ]  |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                                     | 22% (See Item 5)                                   |
| 14 | TYPE OF REPORTING PERSON*  | IN   |

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Item 1 Security and Issuer.

This Amendment No. 2 on Schedule 13D is filed in connection with the shares of Common Stock, par value \$0.01 per share (the "Shares"), of Cellstar Corp. (the "Company"), with its principal executive offices at 1730 Briecroft Drive, Carrollton, TX 75006. This Amendment No. 2 hereby amends and supplements the Schedule 13D originally filed on March 12, 2002, as amended by Amendment No. 1 on November 5, 2003.

Item 2. Identity and Background.

The business address for Messrs. Roth and Stark and the entities is c/o Stark Investments, 3600 South Lake Drive, St. Francis WI 53235.

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

N/A

Item 4. Purpose of Transaction.

The Reporting Persons intend to continue to evaluate the performance of its Shares as an investment in the ordinary course of business.

Item 5. Interest in Securities of the Issuer.

(a) (b) The Reporting Persons currently beneficially own an aggregate of 4,495,042 shares of Common Stock or 22% of the outstanding shares of Common Stock which the Company has indicated, in its Quarterly Report on Form 10Q for the quarterly period ended August 31, 2003, to be 20,354,364 shares of Common Stock.

(c) See Exhibit A attached hereto.

(d) (e) Not applicable.

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

N/A

Item 7. Material to be Filed as Exhibits.

Exhibit 1 - Joint Filing Agreement.

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Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 12, 2003

/s/ Michael A. Roth

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Michael A. Roth

/s/ Brian J. Stark

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Brian J. Stark

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Exhibit 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of an Amendment No. 2 to Schedule 13D (including amendments thereto) with respect to certain shares of Common Stock, \$.01 par value of Cellstar Corp. and further agree that this Joint Filing Agreement shall be included as an exhibit to such joint filings.

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The undersigned further agree that each party hereto is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein; provided, however, that no party is responsible for the completeness or accuracy of the information concerning any other party making the filing, unless such party knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the parties have executed this Joint Filing Agreement on November 12, 2003.

/s/ Michael A. Roth  
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Michael A. Roth

/s/ Brian J. Stark  
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Brian J. Stark

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Exhibit A

|     | QUANTITY | SOLD  | PRICE   | Date of Sale | BALANCE   |
|-----|----------|-------|---------|--------------|-----------|
| 1.  |          | 500   | 13.98   | 11/05/2003   | 4,706,249 |
| 2.  |          | 26196 | 14      | 11/05/2003   | 4,680,053 |
| 3.  |          | 500   | 14.01   | 11/05/2003   | 4,679,553 |
| 4.  |          | 300   | 14.02   | 11/05/2003   | 4,679,253 |
| 5.  |          | 300   | 14.03   | 11/05/2003   | 4,678,953 |
| 6.  |          | 404   | 14.05   | 11/05/2003   | 4,678,549 |
| 7.  |          | 1450  | 14.06   | 11/05/2003   | 4,677,099 |
| 8.  |          | 750   | 14.15   | 11/05/2003   | 4,676,349 |
| 9.  |          | 300   | 14.16   | 11/05/2003   | 4,676,049 |
| 10. |          | 6600  | 14.75   | 11/05/2003   | 4,669,449 |
| 11. |          | 2300  | 14.8    | 11/05/2003   | 4,667,149 |
| 12. |          | 1800  | 14.81   | 11/05/2003   | 4,665,349 |
| 13. |          | 600   | 14.813  | 11/05/2003   | 4,664,749 |
| 14. |          | 3600  | 14.82   | 11/05/2003   | 4,661,149 |
| 15. |          | 1000  | 14.83   | 11/05/2003   | 4,660,149 |
| 16. |          | 1300  | 14.85   | 11/05/2003   | 4,658,849 |
| 17. |          | 1400  | 14.9    | 11/05/2003   | 4,657,449 |
| 18. |          | 9705  | \$13.00 | 11/06/2003   | 4,647,744 |
| 19. |          | 5300  | \$13.01 | 11/06/2003   | 4,642,444 |
| 20. |          | 7700  | \$13.02 | 11/06/2003   | 4,634,744 |
| 21. |          | 2600  | \$13.03 | 11/06/2003   | 4,632,144 |
| 22. |          | 100   | \$13.04 | 11/06/2003   | 4,632,044 |
| 23. |          | 3551  | \$13.05 | 11/06/2003   | 4,628,493 |
| 24. |          | 5276  | \$13.06 | 11/06/2003   | 4,623,217 |
| 25. |          | 4600  | \$13.07 | 11/06/2003   | 4,618,617 |
| 26. |          | 24    | \$13.08 | 11/06/2003   | 4,618,593 |
| 27. |          | 4200  | \$13.10 | 11/06/2003   | 4,614,393 |
| 28. |          | 600   | \$13.12 | 11/06/2003   | 4,613,793 |
| 29. |          | 6195  | \$13.15 | 11/06/2003   | 4,607,598 |
| 30. |          | 1900  | \$13.16 | 11/06/2003   | 4,605,698 |
| 31. |          | 1000  | \$13.17 | 11/06/2003   | 4,604,698 |
| 32. |          | 1000  | \$13.19 | 11/06/2003   | 4,603,698 |
| 33. |          | 14205 | \$13.20 | 11/06/2003   | 4,589,493 |
| 34. |          | 400   | \$13.21 | 11/06/2003   | 4,589,093 |
| 35. |          | 63    | \$13.22 | 11/06/2003   | 4,589,030 |
| 36. |          | 2237  | \$13.23 | 11/06/2003   | 4,586,793 |

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|     |      |         |            |           |
|-----|------|---------|------------|-----------|
| 37. | 6200 | \$13.25 | 11/06/2003 | 4,580,593 |
| 38. | 600  | \$13.26 | 11/06/2003 | 4,579,993 |
| 39. | 2300 | \$13.30 | 11/06/2003 | 4,577,693 |
| 40. | 1163 | \$13.32 | 11/06/2003 | 4,576,530 |
| 41. | 100  | \$13.35 | 11/06/2003 | 4,576,430 |

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|     |       |         |            |           |
|-----|-------|---------|------------|-----------|
| 42. | 700   | \$13.36 | 11/06/2003 | 4,575,730 |
| 43. | 1600  | \$13.38 | 11/06/2003 | 4,574,130 |
| 44. | 4237  | \$13.45 | 11/06/2003 | 4,569,893 |
| 45. | 1100  | \$13.70 | 11/06/2003 | 4,568,793 |
| 46. | 1000  | \$13.73 | 11/06/2003 | 4,567,793 |
| 47. | 1200  | \$13.82 | 11/06/2003 | 4,566,593 |
| 48. | 1100  | \$13.85 | 11/06/2003 | 4,565,493 |
| 49. | 300   | \$13.86 | 11/06/2003 | 4,565,193 |
| 50. | 1000  | \$13.87 | 11/06/2003 | 4,564,193 |
| 51. | 1800  | \$13.90 | 11/06/2003 | 4,562,393 |
| 52. | 800   | \$13.91 | 11/06/2003 | 4,561,593 |
| 53. | 23050 | \$13.00 | 11/07/2003 | 4,538,543 |
| 54. | 400   | \$13.01 | 11/07/2003 | 4,538,143 |
| 55. | 5000  | \$13.03 | 11/07/2003 | 4,533,143 |
| 56. | 7400  | \$13.05 | 11/07/2003 | 4,525,743 |
| 57. | 400   | \$13.07 | 11/07/2003 | 4,525,343 |
| 58. | 500   | \$13.09 | 11/07/2003 | 4,524,843 |
| 59. | 200   | \$13.10 | 11/07/2003 | 4,524,643 |
| 60. | 950   | \$13.14 | 11/07/2003 | 4,523,693 |
| 61. | 1900  | \$13.19 | 11/07/2003 | 4,521,793 |
| 62. | 1600  | \$13.20 | 11/07/2003 | 4,520,193 |
| 63. | 300   | \$13.22 | 11/07/2003 | 4,519,893 |
| 64. | 100   | \$13.23 | 11/07/2003 | 4,519,793 |
| 65. | 600   | \$13.25 | 11/07/2003 | 4,519,193 |
| 66. | 200   | \$13.27 | 11/07/2003 | 4,518,993 |
| 67. | 5,919 | \$13.00 | 11/10/2003 | 4,513,074 |
| 68. | 400   | \$13.01 | 11/10/2003 | 4,512,674 |
| 69. | 4,000 | \$13.03 | 11/10/2003 | 4,508,674 |
| 70. | 1,651 | \$13.05 | 11/10/2003 | 4,507,023 |
| 71. | 1,800 | \$13.06 | 11/10/2003 | 4,505,223 |
| 72. | 2,700 | \$13.08 | 11/10/2003 | 4,502,523 |
| 73. | 3,200 | \$13.12 | 11/10/2003 | 4,499,323 |
| 74. | 3,481 | \$13.13 | 11/10/2003 | 4,495,842 |
| 75. | 800   | \$13.23 | 11/10/2003 | 4,495,042 |