

KNOLL INC
Form SC 13G/A
January 28, 2014

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G*

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED**

PURSUANT TO RULE 13d-2

(Amendment No. 2)*

Under the Securities Exchange Act of 1934

Knoll, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

498904200

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

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The information required in 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).

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CUSIP No. 498904200

| | | |
|--|--|---------------------------------------|
| 1 | Name of Reporting Persons EdgePoint Investment Group Inc. (the successor corporation to EdgePoint Investment Management Inc.) | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/> | |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization Ontario | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5 | Sole Voting Power 0 |
| | 6 | Shared Voting Power 4,019,674 |
| | 7 | Sole Dispositive Power 0 |
| | 8 | Shared Dispositive Power 4,019,674 |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 4,019,674 | |
| 10 | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11 | Percent of Class Represented by Amount in Row (9) 8.3%(1) | |
| 12 | Type of Reporting Person (See Instructions) FI | |

(1) The calculation of percentage of beneficial ownership in this filing was derived from the Issuer's Form 10-Q for the quarterly period ended September 30, 2013 filed with the Securities and Exchange Commission in which the Issuer stated that the number of shares of its common stock outstanding at September 30, 2013 was 48,275,175 shares. This percentage is rounded off to the nearest tenth. Similarly, the percentage reflecting the aggregate amount beneficially owned by each reporting person in this Schedule 13G is also rounded off to the nearest tenth.

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| | | | |
|--|---|-------------------------------------|--|
| 1 | Name of Reporting Persons Cymbria Corporation | | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) | | |
| | (a) | <input type="radio"/> | |
| | (b) | <input type="radio"/> | |
| 3 | SEC Use Only | | |
| 4 | Citizenship or Place of Organization Ontario | | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5 | Sole Voting Power 0 | |
| | 6 | Shared Voting Power 441,971 | |
| | 7 | Sole Dispositive Power 0 | |
| | 8 | Shared Dispositive Power 441,971 | |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 441,971 | | |
| 10 | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/> | |
| 11 | Percent of Class Represented by Amount in Row (9) 0.9% | | |
| 12 | Type of Reporting Person (See Instructions) FI | | |

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| | | |
|--|---|-------------------------------------|
| 1 | Name of Reporting Persons EdgePoint Global Growth & Income Portfolio | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/> | |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization Ontario | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5 | Sole Voting Power 0 |
| | 6 | Shared Voting Power 549,293 |
| | 7 | Sole Dispositive Power 0 |
| | 8 | Shared Dispositive Power 549,293 |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 549,293 | |
| 10 | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11 | Percent of Class Represented by Amount in Row (9) 1.1% | |
| 12 | Type of Reporting Person (See Instructions) FI | |

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| | | | |
|--|---|--|-----------|
| 1 | Name of Reporting Persons EdgePoint Global Portfolio | | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) | | |
| | (a) | <input type="radio"/> | |
| | (b) | <input type="radio"/> | |
| 3 | SEC Use Only | | |
| 4 | Citizenship or Place of Organization Ontario | | |
| | 5 | Sole Voting Power | 0 |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 6 | Shared Voting Power | 1,746,132 |
| | 7 | Sole Dispositive Power | 0 |
| | 8 | Shared Dispositive Power | 1,746,132 |
| | 9 | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| 10 | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/> | |
| 11 | Percent of Class Represented by Amount in Row (9) | | 3.6% |
| 12 | Type of Reporting Person (See Instructions) | | FI |

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| | | |
|--|---|---------------------------------------|
| 1 | Name of Reporting Persons St. James s Place Global Equity Unit Trust | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/> | |
| 3 | SEC Use Only | |
| 4 | Citizenship or Place of Organization United Kingdom | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5 | Sole Voting Power 0 |
| | 6 | Shared Voting Power 1,282,278 |
| | 7 | Sole Dispositive Power 0 |
| | 8 | Shared Dispositive Power 1,282,278 |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 1,282,278 | |
| 10 | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11 | Percent of Class Represented by Amount in Row (9) 2.7% | |
| 12 | Type of Reporting Person (See Instructions) FI | |

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Item 1.

- (a) Name of Issuer:
Knoll, Inc.
- (b) Address of Issuer's Principal Executive Offices:
1235 Water Street, East Greenville, PA 18041

Item 2.

- (a) Name of Person Filing:
The persons filing this Schedule 13G are (i) EdgePoint Investment Group Inc. (EIG), an advisor/portfolio manager (investment fund manager) registered with the Ontario Securities Commission; (ii) Cymbria Corporation (Cymbria), a closed end fund corporation; (iii) EdgePoint Global Growth & Income Portfolio (EPG G&I), a mutual fund trust; (iv) EdgePoint Global Portfolio(EPG), a mutual fund trust; and (v) St James's Place Global Equity Unit Trust (SJPGEUT and together with Cymbria, EPG G&I, and EPG, the Funds), a unit trust collective investment scheme. EIG is the advisor/portfolio manager to each of the Funds. EIG and each of the Funds are party to an investment management agreement pursuant to which all voting and dispositive power over securities held by each Fund is delegated to EIG. The investment management agreement can be terminated by any party on 60 days' prior notice with the exception of SJPGEUT where 90 days' prior notice is required by EIG and no notice by SJPGEUT. Attached as Exhibit 1 hereto, which is incorporated by reference herein, is an agreement between EIG and the Funds that this Schedule 13G is filed on behalf of each of them.
- (b) Address of Principal Business Office or, if none, Residence:
150 Bloor Street West, Suite 500, Toronto, Ontario M5S 2X9, Canada
- (c) Citizenship:
EIG is a corporation organized under the laws of Ontario

Cymbria is a corporation organized under the laws of Ontario

EPG G&I is a mutual fund trust established under the laws of Ontario

EPG is a mutual fund trust established under the laws of Ontario

SJPGEUT is a unit trust collective investment scheme established under the laws of the United Kingdom

- (d) Title of Class of Securities:
Common Stock
- (e) CUSIP Number:
498904200

Item 3.

- If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**
- (a) Broker or dealer registered under section 15 of the Exchange Act;
 - (b) Bank as defined in section 3(a)(6) of the Exchange Act;
 - (c) Insurance company as defined in section 3(a)(19) of the Exchange Act;
 - (d) Investment company registered under section 8 of the Investment Company Act;

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- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act;
- (j) A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: EIG is comparable to an IA and each of the Funds is comparable to an IV.

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Item 4. **Ownership.**
EIG

- (a) Amount beneficially owned:

4,019,674
- (b) Percent of class:

8.3%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote

0
 - (ii) Shared power to vote or to direct the vote:

4,019,674
 - (iii) Sole power to dispose or to direct the disposition of:

0
 - (iv) Shared power to dispose or to direct the disposition of:

4,019,674

Cymbria

- (a) Amount beneficially owned:

441,971
- (b) Percent of class:

0.9%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote

0
 - (ii) Shared power to vote or to direct the vote:

441,971
 - (iii) Sole power to dispose or to direct the disposition of:

0
 - (iv) Shared power to dispose or to direct the disposition of:

441,971

EPG G&I

- (a) Amount beneficially owned:

549,293
- (b) Percent of class:

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- 1.1%
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote
0
 - (ii) Shared power to vote or to direct the vote:
549,293
 - (iii) Sole power to dispose or to direct the disposition of:
0
 - (iv) Shared power to dispose or to direct the disposition of:
549,293

EPG

- (a) Amount beneficially owned:
1,746,132
- (b) Percent of class:
3.6%
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote
0

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- (ii) Shared power to vote or to direct the vote:
1,746,132
- (iii) Sole power to dispose or to direct the disposition of:
0
- (iv) Shared power to dispose or to direct the disposition of:
1,746,132

SJPGEUT

- (a) Amount beneficially owned:
1,282,278
- (b) Percent of class:
2.7%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
0
 - (ii) Shared power to vote or to direct the vote:
1,282,278
 - (iii) Sole power to dispose or to direct the disposition of:
0
 - (iv) Shared power to dispose or to direct the disposition of:
1,282,278

Item 5. Ownership of Five Percent or Less of a Class
Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.
Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.
Not Applicable

Item 8. Identification and Classification of Members of the Group
Not Applicable

Item 9. Notice of Dissolution of Group
Not Applicable

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Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

By signing below I also certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to investment advisers and investment companies is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution(s). I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

SIGNATURE

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.

January 28, 2014
Date

/s/ Patrick Farmer
Patrick Farmer/Chief Compliance Officer

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Exhibit 1

AGREEMENT

AGREEMENT, dated as of January 28, 2014, by and among EdgePoint Investment Group Inc. (EIG), an Ontario corporation; Cymbria Corporation (Cymbria), an Ontario corporation; EdgePoint Global Growth & Income Portfolio (EPG G&I), an Ontario mutual fund trust; and EdgePoint Global Portfolio (EPG), a mutual fund trust; and St. James's Place Global Equity Unit Trust (SJPGEUT) and together with Cymbria, EPG G&I, and EPG, the Funds), a unit collective investment scheme.

WHEREAS, in accordance with Rule 13d-1(k) of the Securities Exchange Act of 1934 (the Act), only one such statement need be filed whenever two or more persons are required to file a statement pursuant to Section 13(d) of the Act with respect to the same securities, provided that said persons agree in writing that such statement is filed on behalf of each of them.

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties hereto agree as follows:

Each of the parties hereto hereby agree, in accordance with Rule 13d-1(k) under the Act, to file one statement on Schedule 13G relating to their ownership of the Common Stock of Knoll, Inc. and hereby further agree that said statement shall be filed on behalf of EIG and each of the Funds. Nothing herein shall be deemed to be an admission that the parties hereto, or any of them, are members of a group (within the meaning of Section 13(d) of the Act and the rules promulgated thereunder) with respect to any securities of Knoll, Inc..

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IN WITNESS WHEREOF, the parties have executed this agreement as of the date first written above.

EDGEPOINT INVESTMENT GROUP INC.

By: /s/ Patrick Farmer

CYMBRIA CORPORATION

By: /s/ Patrick Farmer

EDGEPOINT GLOBAL GROWTH & INCOME PORTFOLIO

By: EdgePoint Investment Group Inc., as manager

By: /s/ Patrick Farmer

EDGEPOINT GLOBAL PORTFOLIO

By: EdgePoint Investment Group Inc., as manager

By: /s/ Patrick Farmer

ST. JAMES S PLACE GLOBAL EQUITY UNIT TRUST

By: EdgePoint Investment Group Inc., as manager

By: /s/ Patrick Farmer