

FRANKLIN COVEY CO
Form SC 13D/A
November 07, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A
(Amendment No. 13)
Under the Securities Exchange Act of 1934

FRANKLIN COVEY CO.
(Name of Issuer)
COMMON STOCK, Par Value \$0.05 Per Share

(Title of Class of Securities)

353469109

(CUSIP Number)

Peter E. Lorenzen

Munsch Hardt Kopf & Harr P.C.

500 N. Akard Street, Suite 3800

Dallas, TX 75201

(214) 855-7545

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

November 6, 2014

(Date of Event which Requires Filing of this Statement)

If the reporting person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box "X".

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.

* 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).

(Continued on following pages)

1 Name of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

2 Knowledge Capital Investment Group
Check the Appropriate Box if a Member of a Group*

3 (a) " (b) "
SEC Use Only

4 Source of Funds*

5 OO
Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

6 ..
Citizenship or Place of Organization

Texas
Number of 7 Sole Voting Power
Shares

Beneficially 8 Common Stock 3,212,805
Owned by Shared Voting Power

Each
Reporting 9 None
Person Sole Dispositive Power

With Common Stock 3,212,805

10 Shared Dispositive Power

None

11 Aggregate Amount Beneficially Owned By Each Reporting Person

Common Stock 3,212,805

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

Common Stock 19.1%***

14 Type Of Reporting Person*

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

** Based on the number of outstanding shares as of June 30, 2014 as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended May 31, 2014.

This Amendment No. 13 amends the Statement on Schedule 13D filed on June 14, 1999, as amended by Amendment Nos. 1 through 12 (the Schedule 13D), by Knowledge Capital Investment Group (the Reporting Person).

Item 1. Security and Issuer**Item 2. Identity and Background****Item 3 Source and Amount of Funds or Other Consideration****Item 4. Purpose of the Transaction**

The final paragraph of Item 4 is amended to read in its entirety as follows:

The Reporting Person has no present plans or proposals of the type required to be disclosed on Item 4 of Schedule 13D other than those set forth in Item 4 of this Schedule, as amended, or as contemplated by the agreements referred to herein. The Reporting Person intends to review its investment in the Company from time to time, and may decide to take or propose any such action in the future. The Reporting Person has requested that the Company prepare and file a registration statement covering sales and other transfers of Common Stock by the Reporting Person from time to time in the future. Depending on market conditions and other factors that it may deem material to its investment decision, the Reporting Person may dispose of, in the open market or in private transactions, or may distribute to its equity owners, all or a portion of the Common Stock that the Reporting Person now owns or hereafter may acquire.

Item 5. Interest in Securities of the Issuer**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer****Item 7. Material to Be Filed as Exhibits**

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.

Date: November 7, 2014

**KNOWLEDGE CAPITAL INVESTMENT
GROUP**

By: Inspiration Investments Partners III, L.P.,
Its Manager

By: Inspiration Investments GenPar III,
L.P.,
Its General Partner

By HH GenPar Partners
Its General Partner

By: Hampstead Associates, Inc.,
Its Managing General Partner

By: /s/ Donald J. McNamara
Donald J. McNamara
President