OM GROUP INC
Form 3
December 09, 2002
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 FORM 3		OMB APPROVAL
		OMB Number: 3235-0104 Expires: January 31, 2005 Estimated average burden hours per response 0.5
		AND EXCHANGE COMMISSION gton, D.C. 20549
INITIA	L STATEMENT OF BENEF	FICIAL OWNERSHIP OF SECURITIES
Section 17(a) of the Public Uti	of the Securities Exchange Act of 1934, Elity Holding Company Act of 1935 or Expression of 1940
(Print or Type R	esponses)	
1. Name and Addr	ess of Reporting Per	rson*
Ardsley Advis	ory Partners	
(Last)	(First)	(Middle)
262 Harbor Dr	ive	
	(Street)	
Stamford	CT	06902
(City)	(State)	(Zip)
2. Date of Event	Requiring Statement	(Month/Day/Year)
12/04/02		
3. IRS Identific	ation Number of Repo	orting Person, if an entity (Voluntary)
4. Issuer Name a	nd Ticker or Trading	g Symbol
OM Group, Inc	. (OMG)	

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

Edi	gar Filing: OW GROUP INC	- Form 3	
<pre>[] Director [X] 10% Owner [] Officer (give titl [] Other (Specify bel</pre>			
6. If Amendment, Date of Or	iginal (Month/Day/Year)		
7. Individual or Joint/Grou		 e line)	
[] Form filed by One [X] Form filed by More	Reporting Person than One Reporting Perso		
	INon-Derivative Securi		
1. Title of Security (Instr.4)		3. Ownership	4. Nature of Indirect Beneficial Ownersh (Instr. 4)
OM Group, Inc. Common Stock, \$0.01 par value per share ("Common Stock")		I(1)	(1)
Reminder: Report on a separ	ate line for each class o		
directly or indirectly.	ace time for each class o	r geomitores peneticio	(Over

(Print or Type Responses)

FORM 3 (continued)

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

 Title of Derivative Security (Instr. 4) 	and Expirati	Date Exercisable and Expiration Date Month/Day/Year		. Title and Amount of Securities Underlying Derivative	4.	Conversion or Exercise Price of Derivative	5.
		Expiration Date	ı 	Security (Instr. 4)	_	Security	
				Title Amount or Number of Shares			

Explanation of Responses:

(1) The shares of Common Stock to which this note relates are held directly by Ardsley Offshore Fund Ltd., a British Virgin Islands corporation ("Ardsley Offshore"), as to 775,000 shares; Ardsley Partners Fund II, L.P., a Delaware limited partnership ("Ardsley Fund II"), as to 725,000 shares; Ardsley Partners Fund I, L.P., a Delaware limited partnership ("Ardsley Fund I"), as to 425,000 shares; Ardsley Partners Institutional Fund, L.P., a Delaware limited partnership, ("Ardsley Institutional"), as to 450,000 shares; and Augusta Partners L.P. a Delaware limited partnership ("Augusta"), as to 475,000 shares. Ardsley Advisory Partners serves as investment manager to, and has investment discretion over the securities held by Ardsley Offshore. Ardsley Advisory Partners also serves a non-managing member of Augusta Management L.L.C., the investment advisor to Augusta and has investment discretion over the securities held by Augusta. Ardsley Partners I serves as the general partner of, and has investment discretion over the securities held by Ardsley Fund II, Ardsley Fund I and Ardsley Institutional. Ardsley Partners I also serves as the general partner of Ardsley Advisory Partners. Philip J. Hempelman, is the managing partner of Ardsley Advisory Partners and the general partner of Ardsley Partners I. Ardsley Advisory Partners, Ardsley Partners I and Philip J. Hempelman each disclaim any beneficial ownership of any of the Issuer's securities to which this Form 3 relates for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, except as to such securities representing in which each such person may be deemed to have an indirect pecuniary interest pursuant to Rule 16a-1(a)(2).

ARDSLEY ADVISORY PARTNERS

/s/ Philip J. Hempelman,

12/09/02

^{*}If the Form is filed by more than one Reporting Person, see instruction $5\left(b\right)\left(v\right)$.

^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Name: Philip J. Hempelman Date Title: Managing Partner **Signature of Reporting Person

Note: File three copies of this form, one of which must be manually signed.

If space provided is insufficient, see Instruction 6 for procedure.

(Print or Type Responses)

Joint Filer Information

Name: Ardsley Offshore Fund Ltd.

Address: Romasaco Place, Wickhams Cay 1, Roadtown Tortola,

British Virgin Islands

Designated Filer: Ardsley Advisory Partners Issuer & Ticker Symbol: OM Group, Inc.(OMG) Date of Event Requiring Statement: 12/04/02

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: 12/04/02

Signature: Ardsley Partners Fund II, L.P.

By: Ardsley Partners I, its general partner $% \left(1\right) =\left(1\right) +\left(1\right)$

By: /s/ Philip J. Hempelman

Name: Philip J. Hempelman 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: 12/04/02

Signature: Ardsley Partners Fund I, L.P.

By: Ardsley Partners I, its general partner

By: /s/ Philip J. Hempelman

Name: Philip J. Hempelman 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: 12/04/02

Signature: Ardsley Partners Institutional Fund, L.P.

By: Ardsley Partners I, its general partner

By: /s/ Philip J. Hempelman

Name: Philip J. Hempelman 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: 12/04/02

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: 12/04/02

Signature: Ardsley Partners I

By: /s/ Philip J. Hempelman

Name: Philip J. Hempelman Title: Managing Partner

Name: Philip J. Hempelman

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: 12/04/02

Signature: /s/ Philip J. Hempelman

Name: Philip J. Hempelman