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MARKETING SERVICES GROUP INC
Form SC 13D/A
August 21, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 8)

Marketing Services Group, Inc.

(Name of Issuer)

Common Stock, \$.01 par value 570907105

(Title of class of securities) (CUSIP number)

Nancy E. Barton, Esq., General Electric Capital Corporation, 260 Long Ridge
Road, Stamford, Connecticut 06927 (203) 357-4000

(Name, address and telephone number of person authorized to receive
notices and communications)

August 14, 2001

(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 which 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(b) for other
parties to whom copies are to be sent.

(Continued on following pages)
(Page 1 of Pages)

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CUSIP No. 570907105 13D

1 NAMES OF REPORTING PERSONS: General Electric Capital Co
I.R.S. IDENTIFICATION NOS. 13-1500700
OF ABOVE PERSONS:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

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3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

| | | | |
|-----------------------|----|---------------------------|----------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER: | 11,811,220 (Se |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER: | 0 |
| EACH REPORTING | 9 | SOLE DISPOSITIVE POWER: | 11,811,220 (Se |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER: | 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 11,811,220 (Se

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

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

14 TYPE OF REPORTING PERSON: CO

2

CUSIP No. 570907105 13D

1 NAME OF REPORTING PERSON: General Electric Capital Se
S.S. OR I.R.S. IDENTIFICATION NO. 06-1109503
OF ABOVE PERSON:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: Not applicable

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

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| | | |
|-----------------------|--|--|
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION: | Delaware |
| NUMBER OF SHARES | 7 | SOLE VOTING POWER: Disclaimed (Se |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER: 0 |
| EACH REPORTING | 9 | SOLE DISPOSITIVE POWER: Disclaimed (Se |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER: 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: | Beneficial own General Electr |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): | |
| 14 | TYPE OF REPORTING PERSON: | CO |

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| | | |
|-----------------------|--|--|
| CUSIP No. | 570907105 | 13D |
| 1 | NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: | General Electric Company 14-0689340 |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS: | Not applicable |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION: | New York |
| NUMBER OF SHARES | 7 | SOLE VOTING POWER: Disclaimed (Se |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER: 0 |

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| | | | |
|----------------------------|--|---------------------------|----------------------------------|
| EACH REPORTING PERSON WITH | 9 | SOLE DISPOSITIVE POWER: | Disclaimed (Se |
| | 10 | SHARED DISPOSITIVE POWER: | 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: | | Beneficial own General Electr |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): | | |
| 14 | TYPE OF REPORTING PERSON: | | CO |

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This Amendment No. 8 amends the Schedule 13D filed on January 5, 1998, as amended, and is filed by General Electric Capital Corporation ("GE Capital"), for and on behalf of itself, General Electric Capital Services, Inc. ("GECS") and General Electric Company ("GE") (collectively, the "Reporting Persons"), with respect to the common stock, par value \$0.01 per share ("Common Stock"), of Marketing Services Group, Inc. (the "Company").

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

Item 6 is hereby amended and supplemented as follows:

The Company and GE Capital entered into Amendment No. 3, dated August 14, 2001 to the Third Amendment, dated May 15, 2001, of a warrant issued by the Company to GE Capital on December 24, 1997. A copy of Amendment No. 3 to the Third Amendment is attached hereto as Exhibit 1 and incorporated herein by reference.

Item 7. Materials To Be Filed As Exhibits.

Exhibit 1 - Amendment No. 3 to Third Amendment, dated August 14, 2001, between Marketing Services Group, Inc. and General Electric Capital Corporation

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and

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belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 21, 2001

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Dept. Operations Manager

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Attorney-in-Fact

GENERAL ELECTRIC COMPANY

By: /s/ Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Attorney-in-Fact

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EXHIBIT INDEX

Exhibit No.

Exhibit 1 - Amendment No. 3 to Third Amendment, dated August 14, 2001, between Marketing Services Group, Inc. and General Electric Capital Corporation