

MICROFINANCIAL INC
Form SC 13G/A
July 05, 2005

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

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 6)***

MicroFinancial Incorporated

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

595072109

(CUSIP Number)

December 31, 2004

(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. 595072109

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Alexander Fleiss
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States of America
5. Sole Voting Power
647,175
6. Shared Voting Power
573,400
7. Sole Dispositive Power
647,175
8. Shared Dispositive Power
NONE
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,220,575
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
9.26%(1)
12. Type of Reporting Person (See Instructions)
OO

(1) Based on 13,183,916 shares of MicroFinancial Incorporated's Common Stock outstanding as of the report filed on Form 10-Q on November 15, 2004.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Karen Fleiss

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power
NONE.

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
573,400

7. Sole Dispositive Power
109,100

8. Shared Dispositive Power
464,300

9. Aggregate Amount Beneficially Owned by Each Reporting Person
573,400

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
4.35%(2)

12. Type of Reporting Person (See Instructions)
OO

(2) Based on 13,183,916 shares of MicroFinancial Incorporated's Common Stock outstanding as of the report filed on Form 10-Q on November 15, 2004.

Item 1.

- (a) Name of Issuer
MicroFinancial Incorporated
- (b) Address of Issuer's Principal Executive Offices
10 M Commerce Way
Woburn, MA 01801

Item 2.

- (a) Name of Person Filing
Alexander Fleiss
- (b) Address of Principal Business Office or, if none, Residence
167 Cherry Lane
Amherst, MA 01002
- (c) Citizenship
United States of America
- (d) Title of Class of Securities
Common Stock, \$0.01 par value
- (e) CUSIP Number
595072109

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

This statement is not filed pursuant to Rule 13d-1(b), or 13d-2(b), or 13d-2(c).

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

1,220,575

Of such 1,220,575 shares of Common Stock, Alexander Fleiss is the direct beneficial owner of 647,175 shares and indirect beneficial owner of (x) 109,100 shares directly beneficially owned by Karen Fleiss, Alexander Fleiss's mother, with respect to which Alexander Fleiss has sole voting power pursuant to a power of attorney held by Alexander Fleiss with respect to such shares and (j) 464,300 shares directly beneficially owned by KMF Partners, of which Karen Fleiss serves as general partner, pursuant to an agreement by which Alexander Fleiss advises KMF Partners concerning the voting of its shares. KMF Partners is not under any obligation to vote its shares in accordance with the advice of the reporting person.

(b) Percent of class:

9.26%(3)

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

647,175

(ii) Shared power to vote or to direct the vote

573,400

(iii) Sole power to dispose or to direct the disposition of

647,175

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

NONE

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Alexander Fleiss is the beneficial owner of 109,100 shares of Common Stock directly beneficially owned by Karen Fleiss, Alexander Fleiss's mother, with respect to which the Alexander Fleiss has sole voting power pursuant to a power of attorney held by Alexander Fleiss with respect to such shares, and 464,300 shares directly beneficially owned by KMF Partners, of which Karen Fleiss serves as general partner, pursuant to an agreement by which Alexander Fleiss advises KMF Partners concerning the voting of its shares. KMF Partners is not under any obligation to vote its shares in accordance with the advice of the reporting person. Ms. Fleiss and KMF Partners have the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of, their respective shares.

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.

(3) Based on the 13,183,916 shares of MicroFinancial Incorporated's Common Stock outstanding as of the report filed on Form 10-Q on August 13, 2004.

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

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.

Item 1.

- (a) Name of Issuer
MicroFinancial Incorporated
- (b) Address of Issuer's Principal Executive Offices
10 M Commerce Way
Woburn, MA 01801

Item 2.

- (a) Name of Person Filing
Karen Fleiss
- (b) Address of Principal Business Office or, if none, Residence
1030 Fifth Avenue
New York, NY 10028
- (c) Citizenship
United States of America
- (d) Title of Class of Securities
Common Stock, \$0.01 par value
- (e) CUSIP Number
595072109

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

This statement is not filed pursuant to Rule 13d-1(b), or 13d-2(b), or 13d-2(c).

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

573,400

- (b) Percent of class:
- 4.35%(4)
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote
 - (ii) NONE.
Shared power to vote or to direct the vote
 - (iii) 573,400
Sole power to dispose or to direct the disposition of
 - (iv) 109,100
Shared power to dispose or to direct the disposition of
- 464,300

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following O.

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

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.

(4) Based on the 13,183,916 shares of MicroFinancial Incorporated's Common Stock outstanding as of the report filed on Form 10-Q on August 13, 2004.

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.

By: /s/ Alexander Fleiss
Name: Alexander Fleiss

By: /s/ Karen Fleiss
Name: Karen Fleiss