

Edgar Filing: SBE INC - Form SC 13D

SBE INC  
Form SC 13D  
January 21, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

(Amendment No. \_\_\_\_\_ ) (1)

SBE, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

783873201  
(CUSIP Number)

Leviticus Partners, L.P.  
AMH Equity, LLC  
Adam Hutt  
30 Park Avenue  
Suite 12F  
New York, New York 10016  
212-679-2642  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

January 14, 2003  
(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 that 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 for other parties to whom copies are to be sent.

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

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(1) 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 or otherwise subject to the liabilities of that section of the Act

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but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 783873201

13D

1		NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON	
		Leviticus Partners, L.P.	
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/>   (b) <input type="checkbox"/>
3		SEC USE ONLY	
4		SOURCE OF FUNDS*	
		WC	
5		CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
6		CITIZENSHIP OR PLACE OF ORGANIZATION	
		Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	
		314,400	
	8	SHARED VOTING POWER	
		0	
	9	SOLE DISPOSITIVE POWER	
		314,400	
	10	SHARED DISPOSITIVE POWER	
		0	
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		314,400	
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		7.6	
14		TYPE OF REPORTING PERSON*	
		PN	

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 783873201

13D

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON  
  
AMH Equity, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
  
(a)  |  
(b)  |

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)  |

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
New York

	7	SOLE VOTING POWER	
			0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
			0
	9	SOLE DISPOSITIVE POWER	
			0
	10	SHARED DISPOSITIVE POWER	
			0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
0

14 TYPE OF REPORTING PERSON\*  
  
00

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CUSIP No. 783873201

13D

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Adam Hutt

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

00

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES

8 SHARED VOTING POWER

BENEFICIALLY  
OWNED BY

0

EACH  
REPORTING  
PERSON  
WITH

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

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

0

14 TYPE OF REPORTING PERSON\*

HC, IN

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

## ITEM 1. SECURITY AND ISSUER.

This Schedule 13D relates to the common stock, \$.001 par value per share (the "Shares"), of SBE, Inc. (the "Issuer"). The principal executive offices of the Issuer are located at 2305 Camino Ramon, Suite 200, San Ramon, California 94583.

## ITEM 2. IDENTITY AND BACKGROUND.

- (a) This Schedule 13D is jointly filed by Leviticus Partners, L.P., a Delaware limited partnership ("Leviticus"), AMH Equity, LLC ("AMH"), a New York limited liability company and Adam Hutt, a natural person (each a "Reporting Person" and, collectively, the "Reporting Persons"). AMH is the general partner of Leviticus and Adam Hutt is the controlling person of AMH.

Information contained herein with respect to each Reporting Person is given solely by such Reporting Person, and no other Reporting Person has responsibility for the accuracy or completeness of information supplied by such other Reporting Person.

- (b) The business address for all Reporting Persons is 30 Park Avenue, Suite 12F, New York, New York 10016.
- (c) Each Reporting Person's principal business is investing in securities in order to achieve certain investment objectives.
- (d) During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.
- (f) Adam Hutt is a citizen of the United States.

## ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Leviticus used approximately \$325,000 of its working capital to purchase the Shares.

## ITEM 4. PURPOSE OF TRANSACTION.

Leviticus purchased the Shares for investment purposes. Leviticus presently considers the Shares an attractive investment and intends to review its investment on an ongoing basis. Such continuing review may result in the Reporting Persons acquiring additional shares of the Issuer in the open-market or in privately negotiated transactions, maintaining their holdings at current levels or selling all or a portion of their holdings in the open-market or in privately negotiated transactions. Any such actions the Reporting Persons undertake will be dependent upon, among other things, the availability of shares of the Issuer for purchase and the price levels of such shares; general market

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and economic conditions; on-going evaluation of the Issuer's business, financial condition, operations and prospects; the relative attractiveness of alternative business and investment opportunities; the availability of funds for the purchase of additional shares of the Issuer; the actions of the management and Board of Directors of the Issuer; and other future developments. Although the foregoing reflects activities presently contemplated by the Reporting Persons with respect to the Issuer, the foregoing is subject to change at any time. Except as set forth above, the Reporting Persons have no present plans or intentions which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

### ITEM 5. INTEREST IN THE SECURITIES OF THE ISSUER.

(a) For purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, Leviticus may be deemed to be the beneficial owner of the aggregate amount of 314,400 Shares representing approximately 7.6% of the outstanding Shares of the Issuer (based upon 4,129,936 shares outstanding as of August 20, 2002, as reported on the latest Form 10-Q of the Issuer for the quarter ended July 31, 2002).

AMH is the general partner of Leviticus and for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, AMH may be deemed to be the beneficial owner of the aggregate amount of 314,400 Shares representing approximately 7.6% of the outstanding Shares of the Issuer (based upon 4,129,936 shares outstanding as of August 20, 2002, as reported on the latest Form 10-Q of the Issuer for the quarter ended July 31, 2002). AMH disclaims any beneficial ownership of the Shares covered by this Statement.

Adam Hutt is the control person of AMH and for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, Adam Hutt may be deemed to be the beneficial owner of the aggregate amount of 314,400 Shares representing approximately 7.6% of the

outstanding Shares of the Issuer (based upon 4,129,936 shares outstanding as of August 20, 2002, as reported on the latest Form 10-Q of the Issuer for the quarter ended July 31, 2002). Adam Hutt disclaims any beneficial ownership of the Shares covered by this Statement.

(b) Leviticus has sole voting and dispositive power of the Shares. AMH and Adam Hutt disclaim beneficial ownership of the Shares.

(c) Leviticus effected the following transactions in the Shares during the past 60 days as set forth below:

Date	Type	Amount of Shares	Price/Share
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1/14/03	open market purchase	114,000	0.72
1/14/03	open market purchase	25,000	0.79
1/14/03	open market purchase	16,400	0.80
12/16/02	open market sale	1,400	1.10
11/11/02	open market purchase	10,000	0.85

(d) Not Applicable.

(e) Not applicable.

### ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

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Not Applicable

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

1. Joint Filing Agreement, dated January 17, 2003, among Leviticus Partners, L.P., AMH Equity, LLC and Adam Hutt.

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: January 17, 2003

Leviticus Partners, L.P.

By: AMH Equity, LLC, its general partner

By: /s/ Adam Hutt

-----  
Name: Adam Hutt  
Title: Managing Member

AMH Equity, LLC

By: /s/ Adam Hutt

-----  
Name: Adam Hutt  
Title: Managing Member

/s/ Adam Hutt

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Adam Hutt

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).