

Edgar Filing: COLONIAL COMMERCIAL CORP - Form SC 13G

COLONIAL COMMERCIAL CORP  
Form SC 13G  
August 15, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934\*

(Amendment No. \_\_)

Colonial Commercial Corp.  
-----

(Name of Issuer)

Convertible Preferred Stock, par value \$.05 per share  
-----

(Title of Class of Securities)

195621503  
-----

(CUSIP Number)

August 12, 2005  
-----

(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.

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).

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CUSIP No. 195621503  
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13G

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Page 2 of 10 Pages  
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-----  
1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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Mihaljevic Capital Management LLC

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER 0
6 SHARED VOTING POWER 38,997
7 SOLE DISPOSITIVE POWER 0
8 SHARED DISPOSITIVE POWER 38,997

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 38,997

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.1%

12 TYPE OF REPORTING PERSON\* OO

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 68388R208

13G

Page 3 of 10 Pages

1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Ivan (John) Mihaljevic

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

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(a) [ ]

(b) [X]

-----  
 3 SEC USE ONLY  
 -----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
 Croatia  
 -----

5 SOLE VOTING POWER  
  
 0  
 -----

6 SHARED VOTING POWER  
  
 38,997  
 -----

7 SOLE DISPOSITIVE POWER  
  
 0  
 -----

8 SHARED DISPOSITIVE POWER  
  
 38,997  
 -----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
 38,997  
 -----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
  
 N/A  
 -----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
 5.1%  
 -----

12 TYPE OF REPORTING PERSON\*  
  
 IN  
 -----

\*SEE INSTRUCTION BEFORE FILLING OUT!

-----  
 CUSIP No. 68388R208 13G Page 4 of 10 Pages  
 -----

1 NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
 Mihaljevic Partners LP  
 -----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
  
 (a) [ ]

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(b) [X]

-----  
 3 SEC USE ONLY  
 -----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
 Delaware  
 -----  
 5 SOLE VOTING POWER  
  
 0  
 -----  
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
 6 SHARED VOTING POWER  
 38,997  
 -----  
 7 SOLE DISPOSITIVE POWER  
  
 0  
 -----  
 8 SHARED DISPOSITIVE POWER  
  
 38,997  
 -----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
 38,997  
 -----  
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
  
 N/A  
 -----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
 5.1%  
 -----  
 12 TYPE OF REPORTING PERSON\*  
  
 PN  
 -----

\*SEE INSTRUCTION BEFORE FILLING OUT!

Item 1(a): Name of Issuer:  
 -----

The name of the issuer is Colonial Commercial Corp., a corporation organized under the laws of the State of New York (the "Company").

Item 1(b): Address of Issuer's Principal Executive Offices:  
 -----

The Company's principal executive office is located at 275 Wagaraw Road, Hawthorne, New Jersey. The former address of the Company's principal executive office is 120 New South Road, Hicksville, New York 11801.

Item 2(a): Name of Person Filing:  
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- A. [ ] Broker or dealer registered under Section 15 of the Act,
  - B. [ ] Bank as defined in Section 3(a)(6) of the Act,
  - C. [ ] Insurance Company as defined in Section 3(a)(19) of the Act,
  - D. [ ] Investment Company registered under Section 8 of the Investment Company Act of 1940,
  - E. [ ] Investment Adviser in accordance with Rule 13d-1 (b)(1)(ii)(E),
  - F. [ ] Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b)(1)(ii)(F),
  - G. [ ] Parent Holding Company or control person in accordance with Rule 13d-1 (b)(1)(ii)(G),
  - H. [ ] Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
  - I. [ ] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
  - J. [ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

-4-

Item 4: Ownership:  
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The beneficial ownership of Convertible Preferred Stock by the Reporting Persons, as of the date of this Schedule 13G, is as follows:

A. Mihaljevic Capital Management LLC  
-----

- (a) Amount beneficially owned: 38,997
- (b) Percent of class: 5.1%. The percentages used herein and in the rest of this Schedule 13G are calculated based upon the 764,288 shares of Convertible Preferred Stock stated to be issued and outstanding as of August 1, 2005, as reflected in the Company's Quarterly Report on Form 10-Q filed on August 12, 2005 (the "Form 10-Q").
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 38,997
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 38,997

B. Ivan (John) Mihaljevic  
-----

- (a) Amount beneficially owned: 38,997
- (b) Percent of class: 5.1%.
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: 0

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- (ii) Shared power to vote or direct the vote: 38,997
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 38,997

C. Mihaljevic Partners LP

- (a) Amount beneficially owned: 38,997
- (b) Percent of class: 5.1%.
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 38,997
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 38,997

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:

-7-

Other than as set forth herein, no other person has the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, in excess of 5% of the total outstanding Convertible Preferred Stock.

Item 7: Identification and Classification of the Subsidiary Which  
-----  
Acquired the Security Being Reported on by the Parent  
-----  
Holding Company:  
-----

Not applicable.

Item 8: Identification and Classification of Members of the Group:  
-----

Not applicable.

Item 9: Notice of Dissolution of Group:  
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Not applicable.

Item 10: Certification:  
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Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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

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with or as a participant in any transaction having that purpose or effect.

-8-

SIGNATURES

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.

Dated: August 15, 2005

MIHALJEVIC CAPITAL MANAGEMENT LLC

By: /s/ Ivan Mihaljevic

-----  
Name: Ivan (John) Mihaljevic  
Title: Managing Member

/s/ Ivan Mihaljevic

-----  
Ivan (John) Mihaljevic

MIHALJEVIC PARTNERS LP

By: /s/ Ivan Mihaljevic

-----  
Name: Ivan (John) Mihaljevic  
Title: Managing Member of GP

[SIGNATURE PAGE TO SCHEDULE 13G  
WITH RESPECT TO  
COLONIAL COMMERCIAL CORP.]

EXHIBIT INDEX

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Exhibit 99.1: Joint Filing Agreement, dated August 15, 2005, by and between Mihaljevic Capital Management LLC, Ivan (John) Mihaljevic and Mihaljevic Partners LP.