

Edgar Filing: MDP VENTURES II LLC - Form 5

MDP VENTURES II LLC
 Form 5
 March 28, 2003

FORM 5

U.S. SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported
 Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	6. Relationship to Issuer
MDP Ventures II LLC	The Sports Club Company, Inc. (SCY)	<input type="checkbox"/> Director <input type="checkbox"/> Officer

(Last) (First) (Middle)	3. IRS Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Year December 31, 2002	7. Individual (checked)
1995 Broadway			<input type="checkbox"/> Form <input checked="" type="checkbox"/> Form Person
(Street)		5. If Amendment, Date of Original (Month/Year)	
New York NY 10023			

(City) (State) (Zip) | Table I -- Non-Derivative Securities Acquired, Disposed

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Amount	Price
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Common Stock, par value \$.01 per share	4/04/01		P4	5,000	A	\$2.90
Common Stock, par value \$.01 per share	4/05/01		P4	1,000	A	\$3.00
Common Stock, par value \$.01 per share	4/20/01		P4	600	A	\$3.15
Common Stock, par value \$.01						

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per share	7/06/01	P4	1,000	A	\$3.15
Common Stock, par value \$.01 per share	7/11/01	P4	200	A	\$3.15

See Appendix A attached hereto

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

FORM 5 (continued) Table II -- Derivative Securities Acquired, Disposed of, or B (e.g., puts, calls, warrants, options, convertible se

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans- action Date (Month/Day/Year)	3A. Deemed Execu- tion Date, if any (Month/Day/Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
					(A)

Series C Preferred Stock, par value \$.01 per share	\$3.00	9/06/02		P4	2,000 (6)
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FORM 5 (continued) Table II (continued) -- Derivative Securities Acquired, Disposed of, or B (e.g., puts, calls, warrants, options, convertible se

1. Title of Derivative Security (Instr. 3)	7. Title and Amount of Underlying Securities (Instr. 3, 4 and 5)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Officially Issued (Instr. 5)

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				(Instr. 4)
	Title	Amount or Number of Shares		
Series C Preferred Stock, par value \$.01 per share	Common Stock, par value \$.01 per share	666,667	\$1,000	2,000

Explanation of Responses:

- (1) These securities are owned directly by MDP Ventures II LLC ("Ventures II"). Millennium Development Partners II LLC ("MDP II") has an indirect beneficial interest in these securities in its capacity as managing member of Ventures II. Christopher M. Jeffries MDP Ventures II LLC has an indirect beneficial interest in these securities in his capacity as the controlling member of MDP II. Ventures II, MDP II, Christopher M. Jeffries and Brian J. Collins are members of a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934.
- (2) On December 6, 2001, the Issuer issued 15,384 shares of common stock to Ventures II in payment of a commitment fee payable to Ventures II by the Issuer in the amount of approximately \$50,000.
- (3) These securities were purchased on the open market by Brian J. Collins as custodian for, and for the accounts of, his son.
- (4) On June 28, 2002, Ventures II acquired 666,666 shares of common stock from an insider of the Issuer in satisfaction of a note in favor of Ventures II with principal and accrued interest totaling \$2,645,000 at the time of acquisition.
- (5) On December 31, 2002, the Issuer issued 54,643 shares of common stock to Ventures II in payment of a commitment fee payable to Ventures II by the Issuer in the amount of approximately \$128,411.
- (6) On September 6, 2002, Ventures II purchased 2,000 shares of Series C Convertible preferred stock of the Issuer from the Issuer for an aggregate purchase price of \$2,000,000. These shares are convertible at any time at the option of Ventures II.
- (7) The reporting persons disclaim beneficial ownership in the securities of the Issuer except to the extent of their pecuniary interest, if any, therein.

MDP Ventur
By: Millen
its ma
By: /s/ Br

Name:
Title:

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

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Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

APPENDIX A

NAME AND ADDRESS OF REPORTING PERSON:

MDP Ventures
1995 Broad
New York,

ISSUER NAME AND TICKER OR TRADING SYMBOL:

The Sports

STATEMENT FOR MONTH/YEAR:

December 3

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execu- tion Date, if any (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Amount	(A or (D)	Price
Common Stock, par value \$.01 per share	7/25/01		P4		5,000	A	\$3.15
Common Stock, par value \$.01 per share	7/30/01		P4		2,000	A	\$3.15
Common Stock, par value \$.01 per share	8/01/01		P4		400	A	\$3.15
Common Stock, par value \$.01 per share	8/06/01		P4		300	A	\$3.15
Common Stock, par value \$.01 per share	8/14/01		P4		600	A	\$3.15
Common Stock, par value \$.01 per share	8/22/01		P4		3,500	A	\$3.15
Common Stock, par value \$.01 per share	8/23/01		P4		4,000	A	\$3.15

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Common Stock, par value \$.01 per share	8/28/01	P4	400	A	\$3.05
Common Stock, par value \$.01 per share	9/04/01	P4	20,000	A	\$3.15
Common Stock, par value \$.01 per share	9/20/01	P4	4,000	A	\$3.05
Common Stock, par value \$.01 per share	9/25/01	P4	100	A	\$3.05
Common Stock, par value \$.01 per share	9/27/01	P4	6,200	A	\$3.05
Common Stock, par value \$.01 per share	9/28/01	P4	100	A	\$3.05
Common Stock, par value \$.01 per share	10/01/01	P4	2,500	A	\$3.05

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MDP Ventur
1995 Broad
New York,

ISSUER NAME AND TICKER OR TRADING SYMBOL:

The Sports

STATEMENT FOR MONTH/YEAR:

December 3

Table I -- Non-Derivative Securities Acquired, Disposed of, or Benefici

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execu- tion Date, if any (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
					Amount	Price
Common Stock, par value \$.01 per share	10/5/01		P4		5,100	\$3.05
Common Stock, par value \$.01 per share	10/24/01		P4		300	\$3.05
Common Stock, par value \$.01						

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per share	10/26/01	P4	5,000	A	\$3.05
Common Stock, par value \$.01 per share	10/29/01	P4	7,500	A	\$3.05
Common Stock, par value \$.01 per share	10/30/01	P4	1,100	A	\$3.05
Common Stock, par value \$.01 per share	12/28/01	J4 (2)	15,384	A	\$3.25 (2)
Common Stock, par value \$.01 per share	4/11/02	P4	2,500	A	\$2.50
Common Stock, par value \$.01 per share	4/15/02	P4	100	A	\$2.50
Common Stock, par value \$.01 per share	4/16/02	P4	1,000	A	\$2.50
Common Stock, par value \$.01 per share	4/18/02	P4	1,400	A	\$2.50
Common Stock, par value \$.01 per share	6/28/02	J4 (4)	666,666	A	\$3.97 (4)
Common Stock, par value \$.01 per share	10/16/02	P4	91,200	A	\$2.50
Common Stock, par value \$.01 per share	12/31/02	J4 (5)	54,643	A	\$2.35 (5)

Joint Filer Information

Name: Christopher M. Jeffries

Address: 1995 Broadway, New York, New York 10023

Designated Filer: MDP Ventures II LLC

Issuer & Ticker Symbol: The Sports Club Company, Inc. (SCY)

Statement for Month/Year: December 31, 2002

Signature: By: /s/ Brian J. Collins

Name: Brian J. Collins
Title: Attorney-in-fact

Joint Filer Information

Name: Millennium Development Partners II LLC
Address: 1995 Broadway, New York, New York 10023
Designated Filer: MDP Ventures II LLC
Issuer & Ticker Symbol: The Sports Club Company, Inc. (SCY)
Statement for Month/Year: December 31, 2002

Signature: By: /s/ Brian J. Collins

Name: Brian J. Collins
Title: Attorney-in-fact

Joint Filer Information

Name: Brian J. Collins
Address: 1995 Broadway, New York, New York 10023
Designated Filer: MDP Ventures II LLC
Issuer & Ticker Symbol: The Sports Club Company, Inc. (SCY)
Statement for Month/Year: December 31, 2002

Signature: By: /s/ Brian J. Collins

Brian J. Collins