

Edgar Filing: BROOKSTONE INC - Form SC 13G/A

BROOKSTONE INC  
Form SC 13G/A  
February 08, 2001

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

BROOKSTONE, INC.

-----  
(Name of Issuer)

COMMON STOCK

-----  
(Title of Class of Securities)

114537100

-----  
(CUSIP Number)

DECEMBER 31, 2000

-----  
(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 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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NAMES OF REPORTING PERSONS.  
1 LOCKHEED MARTIN INVESTMENT MANAGEMENT COMPANY  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS 522060316

-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
2 (a)   
(b)

-----  
SEC USE ONLY  
3

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION  
4 DELAWARE

-----  
NUMBER OF 5 SOLE VOTING POWER  
SHARES 500,000

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BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY -0-

-----  
EACH 7 SOLE DISPOSITIVE POWER  
REPORTING 500,000

-----  
PERSON 8 SHARED DISPOSITIVE POWER  
WITH -0-

-----  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
9 500,000

-----  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
10 (SEE INSTRUCTIONS)

-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
11 6%

-----  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
12 1A

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- Item 1(a). Name of Issuer  
Brookstone, Inc.
- Item 1(b). Address of Issuer's Principal Executive Offices  
17 Riverside Street  
Nashua, NH 03062
- Item 2(a). Name of Person Filing  
Lockheed Martin Investment Management Company
- Item 2(b). Address of Principal Business Office or, if none, Residence  
Lockheed Martin Investment Management Company  
6705 Rockledge Drive, Suite 550  
Bethesda, Maryland 20817-1814
- Item 2(c). Citizenship  
Delaware
- Item 2(d). Title of Class of Securities  
Common Stock
- Item 2(e). CUSIP Number  
114537100
- Item 3. If this statement is filed pursuant to (S) (S)240.13d-1(b) or  
240.13d-2(b) or (c), check whether the person filing is a:
- (a)  Broker or dealer registered under section 15 of the Act.
  - (b)  Bank as defined in section 3(a)(6) of the Exchange Act.
  - (c)  Insurance company as defined in section 3(a)(19) of the  
Exchange Act.
  - (d)  Investment company registered under section 8 of the  
Investment Company Act.
  - (e)  An investment adviser in accordance with Rule  
13d-1(b)(1)(ii)(E).
  - (f)  An employee benefit plan or endowment fund in accordance with  
13d-1(b)(1)(ii)(F).
  - (g)  A parent holding company or control person in accordance with  
13d-1(b)(1)(ii)(G).
  - (h)  A savings associations as defined in Section 3(b) of the  
Federal Deposit Insurance Act.
  - (i)  A church plan that is excluded from the definition of an  
investment company under section 3(c)(14) of the Investment  
Company Act.
  - (j)  Group, in accordance with 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: 500,000

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- (b) Percent of class: 6%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 500,000
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 500,000
  - (iv) Shared power to dispose or to direct the disposition of: 0

Instruction. For computations regarding securities which represent a right to acquire an underlying security see 13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.  
Not applicable.

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

Lockheed Martin Corporation Master Retirement Trust, of which the Reporting Person is the named fiduciary and investment adviser, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, shares beneficially owned by the filing person in an amount exceeding 5%.

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 a Group

The shares of Common Stock beneficially owned by the Reporting Person were previously considered to be beneficially owned by a separate investment adviser, as part of a group, whose services were terminated on May 22, 2000. Accordingly, the Reporting Person now has sole voting and investments power with respect to the shares of Common Stock reported in this Schedule 13G/A. All further filings with respect to transactions in the Common Stock will be filed, if required, by the Reporting Person, in its individual capacity.

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.

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.

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LOCKHEED MARTIN INVESTMENT MANAGEMENT COMPANY

By: /s/ Jeffrey A. Sharpe  
Vice President and General Counsel  
Dated February 8, 2001