

Edgar Filing: CELLSTAR CORP - Form SC 13D

CELLSTAR CORP
Form SC 13D
November 05, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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)*

CELLSTAR CORP.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

150925105

(CUSIP Number)

Collin Lancaster
General Counsel
Stark Investments
3600 South Lake Drive
St. Francis, WI 53235
414-294-7000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 27, 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 []

* 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 (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

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NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

1 Michael A. Roth and Brian J. Stark, as joint filers pursuant to Rule 13d-1(k)

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

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Not Applicable

(b) []

3	SEC USE ONLY	
4	SOURCE OF FUNDS	N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	United States
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 4,706,749 (See Item 5)
8	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER 0
9	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9 SOLE DISPOSITIVE POWER 4,706,749 (See Item 5)
10	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	10 SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	4,706,749 (See Item 5)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	23.1% (See Item 5)
14	TYPE OF REPORTING PERSON*	IN

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Item 1 Security and Issuer.

This Amendment No. 1 on Schedule 13D is filed in connection with the shares of Common Stock, par value \$0.01 per share (the "Shares"), of Cellstar Corp. (the "Company"), with its principal executive offices at 1730 Briecroft Drive, Carrollton, TX 75006. This Amendment No. 1 hereby amends and supplements the Schedule 13D originally filed on March 12, 2002 (the "13D").

Item 2. Identity and Background.

The business address for Messrs. Roth and Stark and the entities is c/o Stark Investments, 3600 South Lake Drive, St. Francis WI 53235.

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Item 3. Source and Amount of Funds or Other Consideration.

N/A

Item 4. Purpose of Transaction.

The Reporting Persons intend to continue to evaluate the performance of their Shares as an investment in the ordinary course of business.

Item 5. Interest in Securities of the Issuer.

(a) (b) On December 2, 2002, the Notes (as defined in the 13D) were converted into 5,452,200 shares of Common Stock. The Reporting Persons currently beneficially own an aggregate of 4,706,749 shares of Common Stock or 23.1% of the outstanding shares of Common Stock which the Company has indicated, in its Quarterly Report on Form 10Q for the quarterly period ended August 31, 2003, to be 20,354,364 shares of Common Stock.

(c) See Exhibit A attached hereto.

(d) (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

N/A

Item 7. Material to be Filed as Exhibits.

Exhibit 1 - Joint Filing Agreement.

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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: November 4, 2003

/s/ Michael A. Roth

Michael A. Roth

/s/ Brian J. Stark

Brian J. Stark

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Exhibit 1

JOINT FILING AGREEMENT

In accordance with Rule 13d 1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of an Amendment No. 1 to Schedule 13D (including amendments thereto) with respect to certain shares of Common Stock, \$.01 par value of

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Cellstar Corp. and further agree that this Joint Filing Agreement shall be included as an exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein; provided, however, that no party is responsible for the completeness or accuracy of the information concerning any other party making the filing, unless such party knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the parties have executed this Joint Filing Agreement on November 4, 2003.

/s/ Michael A. Roth

Michael A. Roth

/s/ Brian J. Stark

Brian J. Stark

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Exhibit A

	QUANTITY	SOLD	PRICE	Date of Sale	BALANCE
1		5257	14.34	10/27/2003	5321459
2		3750	14.37	10/27/2003	5317709
3		993	14.3	10/27/2003	5316716
4		3650	14.32	10/27/2003	5313066
5		10500	14.25	10/27/2003	5302566
6		460	14.23	10/27/2003	5302106
7		7860	14.21	10/27/2003	5294246
8		26140	14.2	10/27/2003	5268106
9		40	14.204	10/27/2003	5268066
10		400	14.211	10/27/2003	5267666
11		2700	14.18	10/27/2003	5264966
12		300	14.19	10/27/2003	5264666
13		7000	14.15	10/27/2003	5257666
14		4200	14.05	10/27/2003	5253466
15		600	14.09	10/27/2003	5252866
16		4200	14.1	10/27/2003	5248666
17		400	14.3	10/27/2003	5248266
18		6000	14.25	10/27/2003	5242266
19		1000	14.22	10/27/2003	5241266
20		9100	14.2	10/27/2003	5232166
21		1100	14.21	10/27/2003	5231066
22		700	14.15	10/27/2003	5230366
23		700	14.21	10/27/2003	5229666
24		200	14.204	10/27/2003	5229466
25		4100	14.2	10/27/2003	5225366
26		3100	14.17	10/27/2003	5222266
27		300	14.11	10/27/2003	5221966
28		2600	14.4	10/28/2003	5219366
29		2700	14.38	10/28/2003	5216666
30		1800	14.33	10/28/2003	5214866
31		400	14.3	10/28/2003	5214466
32		2500	14.05	10/28/2003	5211966
33		4925	14	10/28/2003	5207041

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34	5200	13.97	10/28/2003	5201841
35	100	13.985	10/28/2003	5201741
36	4600	13.98	10/28/2003	5197141
37	129	13.993	10/28/2003	5197012
38	100	13.981	10/28/2003	5196912
39	300	13.99	10/28/2003	5196612
40	900	14.01	10/28/2003	5195712
41	100	14.08	10/28/2003	5195612
42	1546	13.96	10/28/2003	5194066

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43	200	13.951	10/28/2003	5193866
44	11600	13.95	10/28/2003	5182266
45	1000	13.91	10/28/2003	5181266
46	200	14.164	10/28/2003	5181066
47	500	14.16	10/28/2003	5180566
48	400	14.1	10/28/2003	5180166
49	900	14.32	10/28/2003	5179266
50	7750	14.3	10/28/2003	5171516
51	1100	14.26	10/28/2003	5170416
52	1000	14.24	10/28/2003	5169416
53	6800	14.05	10/28/2003	5162616
54	450	14.1	10/28/2003	5162166
55	500	13.94	10/28/2003	5161666
56	6600	13.96	10/28/2003	5155066
57	950	13.88	10/28/2003	5154116
58	2519	13.9	10/28/2003	5151597
59	81	13.903	10/28/2003	5151516
60	500	14.01	10/28/2003	5151016
61	12540	14	10/28/2003	5138476
62	3800	13.99	10/28/2003	5134676
63	24800	13.95	10/28/2003	5109876
64	5700	13.98	10/28/2003	5104176
65	300	13.97	10/28/2003	5103876
66	100	14.08	10/28/2003	5103776
67	900	14.06	10/28/2003	5102876
68	500	13.91	10/28/2003	5102376
69	800	13.96	10/28/2003	5101576
70	2500	13.95	10/28/2003	5099076
71	4600	13.96	10/28/2003	5094476
72	1300	13.95	10/28/2003	5093176
73	100	14	10/28/2003	5093076
74	399	13.99	10/28/2003	5092677
75	400	13.98	10/28/2003	5092277
76	5200	13.97	10/28/2003	5087077
77	3400	13.95	10/28/2003	5083677
78	143952	13.85	10/28/2003	4939725
79	1300	14	10/29/2003	4938425
80	400	13.87	10/29/2003	4938025
81	2500	13.5	10/29/2003	4935525
82	800	13.49	10/29/2003	4934725
83	10000	13.44	10/29/2003	4924725
84	2800	13.35	10/29/2003	4921925
85	200	13.34	10/29/2003	4921725
86	4000	13.33	10/29/2003	4917725
87	200	13.08	10/29/2003	4917525
88	22100	13	10/29/2003	4895425
89	1100	13.03	10/29/2003	4894325
90	2000	13.05	10/29/2003	4892325

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91	2100	13.07	10/29/2003	4890225
92	600	13.04	10/29/2003	4889625
93	400	13.26	10/29/2003	4889225
94	1100	13.25	10/29/2003	4888125
95	500	13.12	10/29/2003	4887625
96	700	13.09	10/29/2003	4886925
97	1643	13.1	10/29/2003	4885282
98	500	13.01	10/29/2003	4884782
99	500	13.02	10/29/2003	4884282
100	200	13.002	10/29/2003	4884082
101	300	12.99	10/29/2003	4883782
102	2200	13.85	10/29/2003	4881582
103	4950	13.45	10/29/2003	4876632
104	1200	13.43	10/29/2003	4875432
105	400	13.39	10/29/2003	4875032
106	3000	13.35	10/29/2003	4872032
107	1400	13.34	10/29/2003	4870632
108	400	13.15	10/29/2003	4870232
109	1393	13.1	10/29/2003	4868839
110	100	13.09	10/29/2003	4868739
111	3957	13.05	10/29/2003	4864782
112	10600	13.01	10/29/2003	4854182
113	1000	13.08	10/29/2003	4853182
114	1000	13.04	10/29/2003	4852182
115	2801	13.03	10/29/2003	4849381
116	100	13.033	10/29/2003	4849281
117	2550	13	10/29/2003	4846731
118	400	13.02	10/29/2003	4846331
119	200	13.06	10/29/2003	4846131
120	100	13.011	10/29/2003	4846031
121	500	13.07	10/29/2003	4845531
122	4600	13.3	10/29/2003	4840931
123	134182	n/a*	10/29/2003	4706749

* Settled open position.