

CACHE INC
Form SC 13D/A
August 16, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Cache, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

127150308

(CUSIP Number)

Mill Road Capital, L.P.

Attn: Thomas E. Lynch

382 Greenwich Avenue

Suite One

Greenwich, CT 06830

203-987-3500

Edgar Filing: CACHE INC - Form SC 13D/A

With a copy to:

Peter M. Rosenblum, Esq.

Foley Hoag LLP

155 Seaport Blvd.

Boston, MA 02210

617-832-1151

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 14, 2013

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-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 §240.13d-7 for other parties to whom copies are sent.

* 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 (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).

CUSIP No. 127150308

Page 2 of 8 Pages

1. Names of Reporting Persons.

Mill Road Capital, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 2,686,121

Owned by 8. Shared Voting Power

Each

Reporting 0
9. Sole Dispositive Power

Person With

2,686,121
10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,686,121

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

12.4%

14. Type of Reporting Person (See Instructions)

PN

CUSIP No. 127150308

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1. Names of Reporting Persons

Mill Road Capital GP LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 2,686,121

Owned by 8. Shared Voting Power

Each

Reporting 0
9. Sole Dispositive Power

Person With

2,686,121
10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,686,121

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

12.4%

14. Type of Reporting Person (See Instructions)

OO

CUSIP No. 127150308

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1. Names of Reporting Persons.

Thomas E. Lynch

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

USA

Number of 7. Sole Voting Power

Shares

Beneficially 0

Owned by 8. Shared Voting Power

Each

Reporting 2,686,121
9. Sole Dispositive Power

Person With

0
10. Shared Dispositive Power

2,686,121

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,686,121

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

12.4%

14. Type of Reporting Person (See Instructions)

IN

CUSIP No. 127150308

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1. Names of Reporting Persons.

Scott P. Scharfman

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

USA

Number of 7. Sole Voting Power

Shares

Beneficially 0

Owned by 8. Shared Voting Power

Each

Reporting 2,686,121
9. Sole Dispositive Power

Person With

0
10. Shared Dispositive Power

2,686,121

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,686,121

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

12.4%

14. Type of Reporting Person (See Instructions)

IN

CUSIP No. 127150308

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This Amendment No. 3 to the joint statement on Schedule 13D with respect to the common stock, \$0.01 par value per share, of Cache, Inc., a Delaware corporation, filed by the undersigned on February 15, 2013, as amended by the Amendment No. 1 on Schedule 13D filed by the undersigned on March 13, 2013, and as amended by the Amendment No. 2 on Schedule 13D filed by the undersigned on May 3, 2013 (such filing, as so amended and as amended hereby, the **Schedule 13D**), further amends the Schedule 13D as follows:

1. The third and fourth sentences of the second paragraph of Item 3 of the Schedule 13D are hereby deleted and replaced in their entirety with the following sentence:

As described in Item 4 of the Schedule 13D, the Voting Agreement terminated on August 14, 2013.

2. Item 4 of the Schedule 13D is hereby amended by adding the following paragraph after its twelfth paragraph:

On August 14, 2013, the Voting Agreement terminated pursuant to its terms immediately after the annual meeting of the Issuer's shareholders held on that day.

3. The first paragraph of Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The percentages of beneficial ownership reported for the Reporting Persons in this Item 5, and on each Reporting Person's cover page to this Schedule 13D, are based on a total of 21,661,061 shares of Common Stock issued and outstanding as of August 13, 2013, as reported in the most recent quarterly report of the Issuer on Form 10-Q for the fiscal quarter ended June 29, 2013. All of the share numbers reported below, and on each Reporting Person's cover page to this Schedule 13D, are as of August 16, 2013, unless otherwise indicated.

4. Paragraphs (a, b) of Item 5 of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a, b) The cover page to this Schedule 13D for each Reporting Person is incorporated by reference in its entirety into this paragraph. The Mill Road Fund directly holds, and thus has sole voting power and dispositive power over, 2,686,121 shares of Common Stock. The Mill Road GP, as sole general partner of the Mill Road Fund, also has sole authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares of Common Stock, and each of Messrs. Lynch and Scharfman has shared authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares of Common Stock on behalf of the Mill Road GP and the Mill Road Fund. Accordingly, each of the Reporting Persons beneficially owns 2,686,121 shares of Common Stock, or approximately 12.4% of the outstanding shares of Common Stock, and the Reporting Persons beneficially own, in the aggregate, 2,686,121 shares of Common Stock, or approximately 12.4% of the outstanding shares of Common Stock. Messrs. Goldman and Jacobs do not have beneficial ownership of any shares of Common Stock.

5. Item 5(c) of the Schedule 13D is hereby amended and restated in its entirety as follows:

None of the Reporting Persons effected any transaction in shares of the Common Stock from June 17, 2013 (the date 60 days prior to the filing of Amendment No. 3 to the Schedule 13D) to August 16, 2013.

6. The first paragraph of Item 6 of the Schedule 13D is hereby amended by adding the following sentence to the end of the paragraph:

As described in Item 4 of the Schedule 13D, the Voting Agreement terminated on August 14, 2013.

7. Except as expressly modified hereby, all provisions of the Schedule 13D shall continue in full force and effect.

[signature pages follow]

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: August 16, 2013

MILL ROAD CAPITAL, L.P.

By: Mill Road Capital GP LLC,
its general partner

By: /s/ Charles M. B. Goldman
Charles M. B. Goldman
Management Committee Director

MILL ROAD CAPITAL GP LLC

By: /s/ Charles M. B. Goldman
Charles M. B. Goldman
Management Committee Director

THOMAS E. LYNCH

By: /s/ Charles M. B. Goldman
Charles M. B. Goldman, attorney-in-fact

SCOTT P. SCHARFMAN

By: /s/ Charles M. B. Goldman
Charles M. B. Goldman, attorney-in-fact