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OM GROUP INC
Form 3
January 17, 2003

FORM 3

OMB APPROVAL

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

Marion Lynton

(Last) (First) (Middle)

961 Senimore Road

(Street)

Larchmont NY 10538

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

01/07/03

3. IRS Identification Number of Reporting Person, if an entity (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

OM Group, Inc. (OMG)

5. Relationship of Reporting Person to Issuer (Check all applicable)

- Director
 10% Owner
 Officer (give title Below)

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Other (Specify below) (1)

Member of a group that is a 10% owner. See Table I item 4 note (1).

6. If Amendment, Date of Original (Month/Day/Year)

7. Individual or Joint/Group Filing (Check applicable line)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I--Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 4)
OM Group, Inc. Common Stock, \$0.01 par value per share ("Common Stock")	3,150,000	I(1)	(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Over)

(Print or Type Responses)

FORM 3 (continued)

Table II--Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options,

1. Title of Derivative Security	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities	4. Conversion or Exercise	5. Ow of
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(Instr. 4)	Month/Day/Year		Underlying Derivative Security (Instr. 4)	Price of Derivative Security	Se (D (I
	Date Exercisable	Expiration Date			
			Title	Amount or Number of Shares	

Explanation of Responses:

(1) The shares of Common Stock to which this note relates are held directly by Marion Lynton ("Lynton") as to 50,000 shares; Ardsley Offshore Fund Ltd., a British Virgin Islands corporation ("Ardsley Offshore"), as to 975,000 shares; Ardsley Partners Fund II, L.P., a Delaware limited partnership ("Ardsley Fund II"), as to 900,000 shares; Ardsley Partners Institutional Fund, L.P., a Delaware limited partnership, ("Ardsley Institutional"), as to 425,000 shares; Augusta Partners L.P. a Delaware limited partnership ("Augusta"), as to 450,000 shares; and Philip J. Hempleman as to 350,000 shares. Ardsley Advisory Partners serves as investment manager to, and has investment discretion over the securities held by Ardsley Offshore and the Lynton account. Ardsley Advisory Partners also serves as a non-managing member of Augusta Management L.L.C., the investment advisor to Augusta and has investment discretion over the securities held by Augusta. Ardsley Partners I serves as the general partner of, and has investment discretion over the securities held by Ardsley Fund II and Ardsley Institutional. Ardsley Partners I also serves as the general partner of Ardsley Advisory Partners. Philip J. Hempleman, is the managing partner of Ardsley Advisory Partners and the general partner of Ardsley Partners I. Ardsley Advisory Partners and Ardsley Partners I each disclaim any beneficial ownership of any of the Issuer's securities to which this Form 3 relates for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, except as to such securities representing in which each such person may be deemed to have an indirect pecuniary interest pursuant to Rule 16a-1(a)(2).

*If the Form is filed by more than one Reporting Person, see instruction 5(b)(v).

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

MARION LYNTON

/s/ Marion Lynton

01/17/03

Name: Marion Lynton

Date

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

