

BODY CENTRAL CORP
Form 3
July 07, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â 683 Capital Management, LLC

2. Date of Event Requiring Statement
(Month/Day/Year)
06/27/2014

3. Issuer Name and Ticker or Trading Symbol
BODY CENTRAL CORP [BODY]

(Last) (First) (Middle)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

3 COLUMBUS CIRCLE,Â SUITE 2205

(Check all applicable)

(Street)

___ Director ___X___ 10% Owner
___ Officer ___ Other
(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

NEW YORK,Â NYÂ 10019

(City) (State) (Zip)

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. 5)

Series A-3 Preferred Stock ⁽¹⁾

1

I ⁽²⁾

By: 683 Capital Partners, LP

Series B-7 Preferred Stock ⁽¹⁾

1

I ⁽²⁾

By: 683 Capital Partners, LP

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership

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Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
		Title				
06/27/2014	06/27/2017 ⁽³⁾	Subordinated Secured Convertible Note ⁽¹⁾	Common stock, par value \$0.01 per share 12,857,142 ^{(4) (5)}	\$ 0.35	I ⁽²⁾	By: 683 Capital Partners, LP

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
683 Capital Management, LLC 3 COLUMBUS CIRCLE SUITE 2205 NEW YORK, NY 10019	Â	Â X	Â	Â
683 Capital Partners, LP C/O 683 CAPITAL GP, LLC 3 COLUMBUS CIRCLE, SUITE 2205 NEW YORK, NY 10019	Â	Â X	Â	Â

Signatures

/s/ Ari Zweiman, Managing Member of 683 Capital Partners, LP, By: 683 Capital GP, LLC, its general partner 07/07/2014

__Signature of Reporting Person Date

/s/ Ari Zweiman, Managing Member of 683 Capital Management, LLC 07/07/2014

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- This Form 3 is filed jointly by 683 Capital Management, LLC ("683 Management") and 683 Capital Partners, LP ("683 Partners")
- (1) (together, the "Reporting Persons"). Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.
 - (2) Securities owned directly by 683 Partners. 683 Management, as the general partner of 683 Partners, may be deemed to beneficially own the securities owned directly by 683 Partners.
 - (3) The Expiration Date is subject to extension at the option of the holder upon certain specified events.
 - (4) The Reporting Persons hold \$4.5 million in aggregate principal amount of the Issuer's subordinated secured convertible notes (the "Notes"). The Notes are convertible into Shares at any time, in whole or in part, at the option of the Reporting Persons at a fixed conversion price, initially set at \$0.35, which shall be subject to adjustment for stock splits, combinations or similar events and subsequent dilutive issuances during the term of the Notes.
 - (5) The Notes may not be converted if, after giving effect to the conversion, the Reporting Persons, together with their affiliates, would beneficially own in excess of 9.99% of the number of Shares outstanding immediately after giving effect to such conversion (the "Blocker").

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