

MARCUS CORP
Form SC 13G/A
February 06, 2019
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 41)*

The Marcus Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

566330106
(CUSIP Number)

December 31, 2018
(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)
- S 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).

1 NAME OF REPORTING PERSONS

Diane M. Gershowitz

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

2

Not Applicable

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

5 SOLE VOTING POWER

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

44,813 SHARED VOTING POWER

3,014,849 ⁽¹⁾ SOLE DISPOSITIVE POWER

7

8 44,813 SHARED DISPOSITIVE POWER

3,014,849 ⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 3,059,662 ⁽¹⁾

CHECK BOX IF THE

AGGREGATE
AMOUNT
IN ROW (9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

Not
Applicable
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

11

13.3%
TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)

12

IN

Includes 2,832,498 shares beneficially owned by DG-LDJ Holdings, L.L.C. Ms. Gershowitz, DG 2008 Trust u/a/d (1)December 31, 2010, a trust that she established, and HG Descendants Trust u/a/d December 20, 2012, a trust established by Ms. Gershowitz's spouse, hold 100% of the membership units of DG-LDJ Holdings, L.L.C.

2

1 NAME OF REPORTING PERSONS

DG-LDJ Holdings, L.L.C.

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

2

Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

2,832,498 SHARED VOTING POWER

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0 SOLE DISPOSITIVE POWER

7

2,832,498 SHARED DISPOSITIVE POWER

8

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,832,498

10 CHECK BOX IF THE

AGGREGATE
AMOUNT
IN ROW (9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

Not
Applicable
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

11

12.4%
TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)

12

OO

3

NAME OF REPORTING
PERSONS

1

DG 2008 Trust u/a/d
December 31, 2010

CHECK
THE
APPROPRIATE
BOX IF A
MEMBER

2

OF A (a)
GROUP (b)
(SEE
INSTRUCTIONS)

Not
Applicable
SEC USE ONLY
CITIZENSHIP OR PLACE
OF ORGANIZATION

3

4

Illinois

5 SOLE
VOTING
POWER

NUMBER OF
SHARES 6
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON 7
WITH

0
SHARED
VOTING
POWER
2,832,498
SOLE
DISPOSITIVE
POWER

8 0
SHARED
DISPOSITIVE
POWER

2,832,498
AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

9

2,832,498
CHECK
BOX IF

10

THE
AGGREGATE
AMOUNT
IN ROW (9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

11 Not
Applicable
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 12.4%
TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)

OO

4

Item 1(a). Name of Issuer:

The Marcus Corporation

Item 1(b). Address of Issuer's Principal Executive Offices:

100 East Wisconsin Avenue, Suite 2900, Milwaukee, WI 53202

Item 2(a). Name of Person Filing:

The filers of this Schedule 13G Amendment are: (i) Diane Marcus Gershowitz ("Ms. Gershowitz"); (ii) DG LDJ Holdings, L.L.C ("DG-LDJ") and (iii) DG 2008 Trust u/a/d December 31, 2010 (the "Trust"). Ms. Gershowitz and the Trust are the controlling persons of DG-LDJ and as such may be deemed to beneficially own the shares of Common Stock of The Marcus Corporation beneficially owned by DG-LDJ. Attached as Exhibit 1 hereto is a joint filing agreement among Ms. Gershowitz, DG-LDJ and the Trust authorizing the joint filing of this Schedule 13G Amendment on behalf of each of them.

Item 2(b). Address of Principal Business Office or, if none, Residence:

(For each of Ms. Gershowitz, DG-LDJ, and the Trust)

c/o The Marcus Corporation, 100 East Wisconsin Avenue, Suite 1900, Milwaukee, Wisconsin 53202

Item 2(c). Citizenship:

Ms. Gershowitz is a United States citizen.

DG-LDJ is a Delaware limited liability company.

The Trust is formed under the laws of Illinois.

Item 2(d). Title of Class of Securities:

Common Stock

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Item 2(e). CUSIP Number:

566330106

Item 3. If this statement is filed pursuant to sections 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable

Item 4. Ownership (as of the date of this filing):

Diane Marcus Gershowitz

(a) Amount Beneficially Owned: 3,059,662

(b) Percent of Class: 13.3%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 44,813

(ii) shared power to vote or to direct the vote: 3,014,849

(iii) sole power to dispose or to direct the disposition of: 44,813

(iv) shared power to dispose or to direct the disposition of: 3,014,849

Other than with respect to 16,538 shares of Common Stock (which Ms. Gershowitz has sole voting and dispositive power) and 350 shares of Common Stock (which Ms. Gershowitz has shared voting and dispositive power), all of the reported beneficial ownership of Common Stock results from the beneficial ownership of shares of Class B Common Stock, which are convertible at any time into Common Stock on a share-for-share basis. The percent of class figure assumes conversion of all shares of Class B Common Stock held by Ms. Gershowitz into shares of Common Stock.

Ms. Gershowitz's beneficial ownership consists of:

(i) 8,583 shares of Common Stock which Ms. Gershowitz has the right to acquire upon the exercise of stock options;

(ii) 7,955 shares of Common Stock held individually by Ms. Gershowitz;

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- (iii) 350 shares of Common Stock held by DG-LDJ Holdings, L.L.C.;
- (iv) 28,275 shares of Class B Common Stock held individually by Ms. Gershowitz;
- (v) 2,832,148 shares of Class B Common Stock held by DG-LDJ Holdings, L.L.C.;
- (vi) 131,506 shares of Class B Common Stock held by trusts whereby Ms. Gershowitz serves as Trustee; and
- (vii) 50,845 shares of Class B Common Stock held by the Ben and Celia Marcus Revocable Trust F/B/O Diane Marcus Gershowitz.

The trusts and Ms. Gershowitz, for shares held individually, each have the right to receive dividends and proceeds from the sale of securities held thereby.

DG-LDJ Holdings, L.L.C.

- (a) Amount Beneficially Owned: 2,832,498
- (b) Percent of Class: 12.4%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 2,832,498
 - (ii) shared power to vote or to direct the vote: 0
 - (iii) sole power to dispose or to direct the disposition of: 2,832,498
 - (iv) shared power to dispose or to direct the disposition of: 0

Other than with respect to 350 shares of Common Stock, all of the reported beneficial ownership of Common Stock results from the beneficial ownership of shares of Class B Common Stock, which are convertible at any time into Common Stock on a share-for-share basis. The percent of class figure assumes conversion of all shares of Class B Common Stock held by DG-LDJ into shares of Common Stock.

DG 2008 Trust u/a/d December 31, 2010

(a) Amount Beneficially Owned: 2,832,498

(b) Percent of Class: 12.4%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 2,832,498

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 2,832,498

Other than with respect to 350 shares of Common Stock, all of the reported beneficial ownership of Common Stock results from the beneficial ownership of shares of Class B Common Stock, which are convertible at any time into Common Stock on a share-for-share basis. The percent of class figure assumes conversion of all shares of Class B Common Stock held by the Trust into shares of Common Stock.

Item 5. Ownership of Five Percent or Less of a Class:

Not Applicable

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

Not Applicable

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the
7. Parent Holding Company or Control Person:

Not Applicable

Item 8. Identification and Classification of Members of the Group:

Not Applicable

Item 9. Notice of Dissolution of Group:

Not Applicable

8

Item 10. Certification:

Not Applicable

Exhibits. Agreement to file Schedule 13G jointly. (Previously filed as Exhibit 1 to the reporting parties' Schedule 13G Amendment filed February 14, 2011.)

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.

Dated: January 25, 2019

/s/ Diane Marcus Gershowitz

Diane Marcus Gershowitz

DG-LDJ HOLDINGS, L.L.C.

By: /s/ Diane Marcus Gershowitz

Diane Marcus Gershowitz

Manager

DG 2008 TRUST U/A/D DECEMBER 31, 2010

Manager

By: /s/ Thomas W. Richardson

Thomas W. Richardson, Trustee