

PHOENIX GOLD INTERNATIONAL INC
Form SC 13G/A
February 09, 2001

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 2) *

Phoenix Gold International, Inc.
(Name of Issuer)

Common Stock, no par value
(Title of Class of Securities)

719068-10-8
(CUSIP Number)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- / Rule 13d-1(b)
 / Rule 13d-1(c)
 / 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).

CUSIP NO. 719068-10-8

Item 1: Name of reporting person; S.S. or I.R.S. Identification No. of above person:

Keith A. Peterson

Item 2: Check the appropriate box if a member of a group:

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(a) []

(b) []

Item 3: SEC use only:

Item 4: Citizenship or place of organization:

United States of America

Number of shares beneficially owned by each reporting person with:

Item 5: Sole voting power:

1,629,000

Item 6: Shared voting power:

13,911

Item 7: Sole dispositive power:

1,629,000

Item 8: Shared dispositive power:

13,911

Item 9: Aggregate amount beneficially owned by each reporting person:

1,642,911

Item 10: Check box if the aggregate amount in row (9) excludes certain shares:

N/A

Item 11: Percent of class represented by amount in row 9:

54.3%

Item 12: Type of reporting person:

IN

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Item 1(a) Name of Issuer:
Phoenix Gold International, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:
9300 North Decatur Street
Portland, Oregon 97203

Item 2(a) Name of Person Filing:
Keith A. Peterson

Item 2(b) Address of Principal Business Office, or, if none, Residence:
9300 North Decatur Street
Portland, Oregon 97203

Item 2(c) Citizenship:
United States of America

Item 2(d) Title of Class of Securities:
Common Stock

Item 2(e) CUSIP Number:
719068-10-8

Item 3 If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

/ / Broker or dealer registered under section 15 of the Act (15 U.S.C. 78c)

/ / Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c)

/ / Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c)

/ / Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

/ / An investment advisor in accordance with section 240.13d-1(b)(1)(ii)(E)

/ / An employee benefit plan or endowment fund in accordance with

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section 240.13d-1(b) (1) (ii) (F)

// A parent holding company or control person in accordance with section 240.13d-1(b) (1) (ii) (G)

// A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)

// A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)

// Group, in accordance with section 240.13d-1(b) (1) (ii) (J)

Item 4 Ownership.

The following information is as of December 31, 1999:

(a) Amount Beneficially Owned:

1,642,911 shares

(b) Percent of Class:

The shares represent 54.3 percent of the class.

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

(i) Sole power to vote or to direct the vote:
1,629,000

(ii) Shared power to vote or to direct the vote:
13,911

(iii) Sole power to dispose or to direct the disposition of: 1,629,000

(iv) Shared power to dispose or to direct the disposition of: 13,911

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 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

Not applicable.

Item 9 Notice of Dissolution of Group:

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Not applicable.

Item 10

Certification:

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this schedule is true, complete, and correct.

February 9, 2001

/s/ Keith A. Peterson

(Signature)

Keith A. Peterson

ATTENTION: Intentional misstatements or omissions of fact constitute federal criminal violations (See 18 USC Section 1001)