

Edgar Filing: ARIES VENTURES INC - Form SC 13D/A

ARIES VENTURES INC
Form SC 13D/A
December 05, 2003

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

SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 4)

ARIES VENTURES INC.
(NAME OF ISSUER)

COMMON STOCK
(TITLE OF CLASS OF SECURITIES)

1476191002
(CUSIP NUMBER)

MARK S. ZUCKER
C/O ARIES VENTURES INC.
28720 CANWOOD STREET, SUITE 207
AGOURA HILLS, CALIFORNIA 91301
(818) 879-6501

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE NOTICES
AND COMMUNICATIONS)

NOVEMBER 17, 2003
(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 which is the subject of this Schedule 13D/A, and is filing this schedule because of Rule 13d-1(b)(3) or (4), 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 Section 240.13d-7(b) for other parties to whom copies are to be 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).

NOTE: This Schedule 13D/A is being filed solely as a result of the Issuer repurchasing from another shareholder 1,279,755 shares of Common Stock and warrants to purchase 1,194,755 shares of Common Stock effective November 17, 2003.

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Reflection Partners L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

	7	SOLE VOTING POWER	
			893,758 Shares*
	8	SHARED VOTING POWER	
NUMBER OF			None.
SHARES	9	SOLE DISPOSITIVE POWER	
BENEFICIALLY			893,758 Shares*
OWNED BY	10	SHARED DISPOSITIVE POWER	
EACH			None.
REPORTING			
PERSON			
WITH			

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

893,758 Shares*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN / /
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

36.1%**

14 TYPE OF REPORTING PERSON

PN

SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

* The share amounts listed above include immediately exercisable warrants to purchase 446,879 shares of Issuer's Common Stock beneficially held by Reflection Partners, L.P.

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** The percentage calculation listed above assumes exercise of all warrants beneficially held by Reflection Partners, L.P. (but not the exercise of warrants held by others) pursuant to applicable Commission Rules.

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Mark S. Zucker

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / / (b) / /

3	SEC USE ONLY

4	SOURCE OF FUNDS OO

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) / /

6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America

	7 SOLE VOTING POWER 2,007,149 shares *

NUMBER OF	8 SHARED VOTING POWER None.

SHARES	9 SOLE DISPOSITIVE POWER 2,007,149 shares *

BENEFICIALLY	10 SHARED DISPOSITIVE POWER None.

OWNED BY	
EACH	
REPORTING	
PERSON	
WITH	

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,007,149 shares *

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN / / SHARES

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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64.8%**

14 TYPE OF REPORTING PERSON

IN

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* The share amounts listed above include immediately exercisable warrants to purchase 890,245 shares of the Issuer's Common Stock beneficially held by Mr. Zucker and Reflection Partners, L.P. and a stock option to purchase 176,659 shares of the Issuer's Common Stock (but not the exercise of warrants or options held by others).

** The percentage calculation listed above assumes exercise of all warrants and options beneficially held by Mr. Zucker and Reflection Partners, L.P. (but not the exercise of warrants or options held by others) pursuant to applicable Commission Rules.

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1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Anvil Claims, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / / (b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

7 SOLE VOTING POWER

50,000 shares

NUMBER OF

8 SHARED VOTING POWER None.

SHARES BENEFICIALLY OWNED BY EACH REPORTING

9 SOLE DISPOSITIVE POWER

50,000 shares

10 SHARED DISPOSITIVE POWER

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PERSON WITH None.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

50,000 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN / / SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.5%

14 TYPE OF REPORTING PERSON

CO

SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

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ITEM 1. SECURITY AND ISSUER.

Common Stock

Aries Ventures Inc.
28720 Canwood Street, Suite 207
Agoura Hills, California 91301

ITEM 2. IDENTITY AND BACKGROUND.

(a) through (f).

This statement is being filed by Reflection Partners, L.P., a California limited partnership ("Reflection"), Mark S. Zucker, an individual ("Mr. Zucker"), and Anvil Claims, Inc. ("Anvil"). As a result of Mr. Zucker's position as the General Partner of Reflection and the owner of Anvil, he may be deemed to have voting and dispositive power over the Issuer's shares owned by Reflection and Anvil. Mr. Zucker is a citizen of the United States of America. Mr. Zucker is a Director of the Issuer. The principal place of business of Reflection and Anvil is 28720 Canwood Street, Suite 207, Agoura Hills, California 91301.

During the past five years, neither Mr. Zucker, Reflection nor Anvil has been convicted in any criminal proceedings or been subject to any judgment, decree or final order enjoining any future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation of such laws in a civil proceeding of a judicial or administrative body.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

No part of the purchase price for the securities was represented by funds

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or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding, trading or voting the securities.

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ITEM 4. PURPOSE OF TRANSACTION.

The Reporting Persons acquired such securities for investment purposes, and have no current plans to acquire any additional securities of the Issuer. The Reporting Persons will continue to evaluate the Issuer's business and prospects, and based upon future developments (including, without limitation, the availability of funds, alternative uses of funds, and stock market and general economic conditions), the Reporting Persons (or other entities that might be affiliated with them) may, from time to time, purchase the Issuer's shares of Common Stock and may, from time to time, dispose of all or a portion of such shares held by such persons, or cease buying or selling such shares. Any additional purchases or sales of the Issuer's shares of Common Stock may be in the open market or pursuant to privately-negotiated transactions or otherwise.

Except as otherwise described in this Item 4, none of the Reporting Persons have formulated any plans or proposals which relate to or would result in any matter required to be disclosed in response to parts (a) through (j) of Item 4.

ITEM 5. INTEREST IN THE SECURITIES OF THE ISSUER.

- (a) Reflection beneficially owns 893,758 shares of the Issuer's Common Stock, which constitutes 36.1% of the Issuer's Common Stock. This amount includes immediately exercisable warrants to purchase 446,879 shares of Common Stock beneficially held by Reflection, but not the exercise of warrants held by others. By virtue of the relationship described in Item 2 above, Mr. Zucker may be deemed to have beneficial ownership of the Issuer's shares of Common Stock owned by Reflection and Anvil. Accordingly, Mr. Zucker beneficially owns 2,007,149 shares of the Issuer's Common Stock, which constitutes 64.8% of the Issuer's Common Stock. These amounts include immediately exercisable warrants to purchase 890,245 shares of Common Stock beneficially held by Mr. Zucker and a stock option to purchase 176,659 shares of the Issuer's Common Stock.
- (b) Reflection has the power to vote or direct the vote of, and to dispose or direct the disposition of, all of the securities beneficially owned by it. Mr. Zucker has the power to vote or direct the vote of, and to dispose or direct the disposition of, all of the securities beneficially owned by him. Anvil has the power to vote or direct the vote of, and to dispose or direct the disposition of, all of the securities beneficially owned by it.
- (c) Not applicable.
- (d) Not applicable.

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(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

See disclosures at Item 5.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 99 - Joint Filing Agreement

SIGNATURES

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

Dated: December 4, 2003

/s/ Mark S. Zucker

Mark S. Zucker

REFLECTION PARTNERS, L.P.

By: Mark S. Zucker

Mark S. Zucker, General Partner

Anvil Claims, Inc.

By: /s/ Mark S. Zucker

Mark S. Zucker, President