

Edgar Filing: FIELDS TECHNOLOGIES INC - Form 3

FIELDS TECHNOLOGIES INC  
 Form 3  
 July 30, 2002

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

FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

1. Name and Address of Reporting Person Stephen D. Weinroth, Andersen, Weinroth & Co. L.P., 1330 Avenue of the Americas, 36th Floor, New York, New York 10036

2. Date of Event Requiring Statement (Month/Day/Year) June 11, 2002

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

FIELDS TECHNOLOGIES, Inc.

FLDT

5. Relationship of Reporting Person(s) to Issuer (Check all applicable) (X) Director (X) 10% Owner ( ) Officer (give title below) ( ) Other (specify below)

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

7. Individual or Joint/Group Filing (Check Applicable Line) (X) 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	2. Amount of Securities Beneficially Owned	3. Ownership Form: Direct (D) or Indirect (I)	4. Nature of Beneficial
Common Stock	(1)	I	(1)

Table II -- Derivative Securities Beneficially Owned

1. Title of Derivative Security	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Underlying Securities	4. Conversion or Exercise price of derivative Security	5. Ownership Form of Derivative Security (Direct or Indirect)
Warrant to Purchase Common Stock	6/11/02   3/27/05	Common Stock (1)	\$0.1725	I

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(1) AW Fields Acquisition, LLC ("AW Fields") is the direct beneficial owner of 11,666,667 shares of Common Stock and a warrant to purchase an additional 11,666,667 shares of Common Stock for \$0.1725 a share. The management of AW Fields is vested in its Class 1 Member, AWEE II, LLC ("AWEE"); the management of AWEE is vested in its Class 1 Member, Andersen, Weinroth & Co., L.P. ("AW"); and the management of AW is vested in its general partner, A.W. & Co. GP Inc., which is wholly-owned by the Reporting Person and G. Chris Andersen. Accordingly, for purposes of Rule 16a-1(a)(1), each of the Reporting Person and G. Chris Andersen may be deemed the beneficial owner of the shares of Common Stock beneficially owned by AW Fields.

As the Class 1 Member of AW Fields, AWEE is entitled to 20% of all distributions of cash and other property by AW Fields, after the other members of AW Fields have received cash and other property from AW Fields having an aggregate fair value equal to \$1,750,000 plus an amount in the nature of interest on \$1,750,000, compounded semiannually, at the rate of 10% a year. At present, AW is entitled to all cash and other property distributions AWEE receives from AW Fields. For purposes of Rule 16a-1(a)(2), the Reporting Person, through his interest in AW, may be deemed to have an indirect pecuniary interest in such cash and other property distributions.

SIGNATURE OF REPORTING PERSON

/s/ Stephen D. Weinroth

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Stephen D. Weinroth

DATE

June 12, 2002

End of Filing