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KOGAN ERIC D

Form 4

March 11, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 FORM 4 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP () Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instructions 1(b). 1. Name and Address of Reporting Person Kogan, Eric D. Triarc Companies, Inc. 280 Park Avenue New York, NY 10017 USA

- 2. Issuer Name and Ticker or Trading Symbol MCM Capital Group, Inc. MCMC
- 3. IRS or Social Security Number of Reporting Person (Voluntary)
- 4. Statement for Month/Year February 28, 2002
- 5. If Amendment, Date of Original (Month/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) (X) Director () 10% Owner () Officer (give title below) () Other (specify below) Chairman of the Board of Directors
- 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 A	cquired, Di	isposed of,	or	Beneficially	Owned
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1. Title of Security	2. 3. 4.Securities Ad	-	Securities
		A/ D	Beneficially Owned at Price End of Month
Common Stock	1 1 1	1 1	165,587

Table II -- Derivative Securitites Acquired, Disposed of, or Beneficially Owned

1.Title of Derivative	2.Con-	13.	4.	5.Numbe	r of De	e 6.Date Exer 7	.Title and Amount	8.P
Security	version	Trans	saction	rivati	ve Secu	cisable and	of Underlying	of
	or Exer			rities	Acqui	Expiration	Securities	vat
	cise			red(A)	or Dis	Date(Month/		Sec
	Price of			posed	of(D)	Day/Year)		rit
	Deriva-			1		Date Expir		
	tive			1	A	//Exer- ation	Title and Number	1
	Secu-			1	D	cisa- Date	of Shares	
	rity	Date	Code V	/ Amour	ıt	ble		

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right to buy)	I	I			I	١.	/05		I	
Series A Senior Cum	nula \$0.50	 2/22	2/ (P)	 30,600	A	Imme	 ed	Common	Stock 306,00)0 \$5.
tive Participating	Con	102	1	1	1	١.	1		1	1
vertible Preferred	Stol	1	1	1	1		1			
ck	I	1	1	1	1		1	1		1
								1		

Explanation of Responses:

(1) Represents proportionate share of warrants to purchase an aggregate of 250,000 shares of Common Stock of the Issuer that were granted to CTW Funding, LLC ("CTW") on October 31, 2000,

March 13, 2001, March 23, 2001, June 30, 2001 and September 30, 2001 in consideration for CTW extending a secured credit facility to a wholly-owned subsidiary of the Issuer. The reporting

person is a member and holds a 1.4% interest in CTW. It is expected that CTW will be dissolved within 60 days from the date of this report. The reporting person disclaims beneficial ownership of

the warrants held by CTW, except to the extent of his 1.4% interest.

(2) Each share of the Preferred Stock is convertible at the option of the holder at any time into shares of the Issuer's Common Stock at a conversion price of 0.50 per share of Common Stock,

subject to customary anti-dilution adjustments.

SIGNATURE OF REPORTING PERSON

ERIC D. KOGAN

DATE

March 11, 2002