

WHIPPOORWILL ASSOCIATES INC /ADV
Form SC 13D/A
August 08, 2001

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 6)*

ARCH WIRELESS, INC.
(f/k/a Arch Communications Group, Inc.)

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

039392105

(CUSIP Number)

Jessica Forbes, Esq.
Fried, Frank, Harris, Shriver & Jacobson
One New York Plaza
New York, New York 10004
(212) 859-8558

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

May 23, 2001

(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 that is the subject of this Schedule 13D, and is filing this schedule because of ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

NOTE: Schedules filed in paper format should include a signed original and five copies of the schedule, including all exhibits. See ss. 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 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).

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Whippoorwill Associates, Inc.
13-3595884

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(See Instructions) (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO; WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH 8,826,439

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON WITH

10 SHARED DISPOSITIVE POWER

8,826,439

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,826,439

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) []
EXCLUDES CERTAIN SHARES (See Instructions)

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

4.9%

14 TYPE OF REPORTING PERSON (See Instructions)

IA, CO

SCHEDULE 13D

ITEM 1. SECURITY AND ISSUER.

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This Statement on Schedule 13D (this "Statement") relates to the Common Stock, par value \$.01 per share (the "Common Stock"), of Arch Wireless, Inc. (formerly known as Arch Communications Group, Inc.), a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at 1800 West Park Drive, Suite 250, Westborough, MA 01581. The Statement amends the Schedule 13D filed by Whippoorwill Associates, Inc. ("Whippoorwill") on June 14, 1999 as amended through February 21, 2001.

ITEM 2. IDENTITY AND BACKGROUND.

No change.

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

No change.

ITEM 4. PURPOSE OF TRANSACTION.

No change.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is amended in its entirety as follows:

(a) The percentages set forth in this Item 5 are based on the Form 10-Q filed by the Issuer on May 23, 2001, which stated that as of April 18, 2001 there were 181,753,093 shares of Common Stock outstanding.

The Holders, in the aggregate, directly own 8,386,535 shares of Common Stock representing approximately 4.6% of the outstanding Common Stock. The Holders, in the aggregate, own 1,319,713 Participation Warrants, which are exercisable into 439,904 additional shares of Common Stock. Therefore, the Holders, in the aggregate, beneficially own 8,826,439 shares of Common Stock, representing approximately 4.9% (computed in accordance with Rule 13d-3(d) under the Act) of the outstanding Common Stock.

(b) Although Whippoorwill does not own any of the Common Stock, since Whippoorwill has discretionary authority with respect to the investments of and acts as agents for its clients, Whippoorwill has shared power to vote the 8,826,439 shares of the Common Stock beneficially owned by the Holders. The information required by Item 2 with respect to Whippoorwill is set forth in item 2 above.

(c) Not applicable.

(d) Not applicable.

(e) Whippoorwill ceased to be the beneficial owner of more than 5 percent of the Common Stock due to a public filing by the Issuer on May 23, 2001.

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

No change.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

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No change.

SIGNATURES

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

Dated: August 7, 2001

WHIPPOORWILL ASSOCIATES, INC.

By: /s/ Shelley F. Greenhaus

Name: Shelley F. Greenhaus
Title: Managing Director