Golf Galaxy, Inc. Form 3 November 22, 2006

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement Golf Galaxy, Inc. [GGXY] À Yankees Acquisition Corp. (Month/Day/Year) 11/13/2006 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 300 INDUSTRY (Check all applicable) DRIVE, RIDC PARK WEST (Street) 6. Individual or Joint/Group \_X\_\_ 10% Owner Director Officer \_Other Filing(Check Applicable Line) (give title below) (specify below) Form filed by One Reporting Person PITTSBURGH, Â PAÂ 15275 \_X\_ Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5)  $I_{\frac{(1)}{(2)}} (2) (3)$  See Footnote.  $\frac{(1)}{(2)} (2) (3)$ Common Stock, par value \$0.01 per share 2,203,660 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title	Security	Direct (D)	

#### Edgar Filing: Golf Galaxy, Inc. - Form 3

Date Expiration Amount or or Indirect
Exercisable Date Number of (I)
Shares (Instr. 5)

### **Reporting Owners**

	X Â	nships	nips	
Reporting Owner Name / Address	Director	10% Owner	Officer	Othe
Yankees Acquisition Corp. 300 INDUSTRY DRIVE RIDC PARK WEST PITTSBURGH, PA 15275	Â	ÂX	Â	Â
DICKS SPORTING GOODS INC 300 INDUSTRY DRIVE RIDC PARK WEST PITTSBURGH, PA 15275	Â	ÂX	Â	Â

### **Signatures**

/s/ William R. Newlin 11/22/2006

\*\*Signature of Date
Reporting Person

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations, See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Acquisition Corp. ("Yankees"), a wholly-owned subsidiary of Dick's Sporting Goods, Inc. ("Dick's" and together with Yankees, the Reporting Persons) with and into Golf Galaxy, Inc. ("Golf Galaxy"), the Reporting Persons on the one hand, and William Blair Capital Partners V, L.P., Primus Capital Fund IV L.P. and Primus Executive Fund L.P., FdG Capital Partners LLC and FdG- Chase Capital Partners LLC, Randall K. Zanatta and Gregory B. Maanum (collectively, the "Golf Galaxy Shareholders") on the other hand entered into a voting agreement (the "Voting Agreement").

In connection with the execution of an Agreement and Plan of Merger (the "Merger Agreement") providing for the merger of Yankees

- Pursuant to the terms and conditions of the Voting Agreement, Golf Galaxy Shareholders agreed, among other things, to vote certain of their shares of Golf Galaxy common stock representing up to an aggregate, collectively, of 19.99% of the issued and outstanding shares of Golf Galaxy common stock (the "Subject Shares") in favor of the merger at the special shareholders meeting to be held to approve the merger.
  - By virtue of the Voting Agreement, the Reporting Persons may be deemed a beneficial owner pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Act"), of the Subject Shares. Pursuant to Rule 16a-1(a)(4) under the Act, the Reporting Persons
- (3) hereby state that this Initial Statement of Beneficial Ownership of Securities on Form 3 shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any equity securities of Golf Galaxy and such beneficial ownership is expressly disclaimed. The Reporting Persons have no "pecuniary" interest in the Subject Shares.

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#### **Remarks:**

Other Reporting Owner Name/Address: Dick's Sporting Goods, Inc., 300 Industry Drive, RIDCÂ ParkÂ

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2