

TRANS WORLD ENTERTAINMENT CORP  
Form SC 13D/A  
April 04, 2013  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 11)

TRANS WORLD ENTERTAINMENT CORPORATION

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

89336 Q 10 0

(CUSIP Number)

Robert J. Higgins  
38 Corporate Circle  
Albany, New York 12203  
(518) 452-1242

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

April 1, 2013

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), 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 Rule 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).

**SCHEDULE 13D/A**

CUSIP No. 89336 Q      **Page 1 of**  
10 0                      **4 Pages**

NAME OF REPORTING  
PERSON

1 I.R.S. IDENTIFICATION  
NO. OF ABOVE PERSON

Robert J. Higgins

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF; OO

5 CHECK 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  
SOLE  
VOTING  
POWER

7

NUMBER      17,135,675  
OF              SHARED  
SHARES      VOTING  
BENEFICIALLY POWER  
OWNED  
BY  
EACH  
REPORTING      900,550  
PERSON      SOLE  
WITH              DISPOSITIVE  
                    POWER

17,135,125  
SHARED  
DISPOSITIVE  
POWER

10

900,550  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

11

17,135,675  
CHECK IF THE  
AGGREGATE AMOUNT  
12 IN ROW (11) EXCLUDES £  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

13

46.3%  
TYPE OF REPORTING  
PERSON (SEE  
INSTRUCTIONS)

14

IN

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This Amendment No. 11 to Schedule 13D (this “Amendment No. 10”) is being filed on behalf of Robert J. Higgins and amends the Schedule 13D filed by Mr. Higgins on December 10, 2007, as amended by Amendment No. 1 to Schedule 13D filed by Mr. Higgins on February 5, 2008, as further amended by Amendment No. 2 to Schedule 13D filed by Mr. Higgins on April 4, 2008, as further amended by Amendment No. 3 to Schedule 13D filed by Mr. Higgins on May 6, 2008, as further amended by Amendment No. 4 to Schedule 13D filed by Mr. Higgins on January 23, 2009, as further amended by Amendment No. 5 to Schedule 13D filed by Mr. Higgins on March 11, 2009, as further amended by Amendment No. 6 to Schedule 13D filed by Mr. Higgins on October 7, 2009, as further amended by Amendment No. 7 to Schedule 13D filed by Mr. Higgins on March 15, 2010 and as further amended by Amendment No. 8 to Schedule 13D filed by Mr. Higgins on April 21, 2010 and as further amended by Amendment No. 9 to Schedule 13D filed by Mr. Higgins on October 19, 2011, as further amended by Amendment No. 10 to Schedule 13D filed by Mr. Higgins on January 9, 2013 (as amended, the “Initial Schedule 13D”). This Amendment No. 11 relates to the common stock, par value \$0.01 per share (the “Company Common Stock”), of Trans World Entertainment Corporation, a New York corporation (the “Company”).

Certain information contained in this Amendment No. 11 relates to the ownership of Company Common Stock by persons other than Mr. Higgins. Mr. Higgins expressly disclaims any liability for any such information and for any other information provided in this Amendment No. 11 that does not expressly pertain to Mr. Higgins.

Unless otherwise indicated, all capitalized, undefined terms used in this Amendment No. 11 shall have the respective meanings ascribed to them in the Initial Schedule 13D, and unless otherwise amended hereby, all information set forth in the Initial Schedule 13D remains in effect.

**Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 is hereby amended by adding the following:

On April 1, the Reporting Person Mr. Higgins exercised 600,000 stock options. On April 2, the Reporting Person Mr. Higgins exercised 400,000 stock options.

**Item 4. Purpose of Transaction.**

No material change from Schedule 13D/A filed on April 21, 2010.

**Item 5. Interest in Securities of the Issuer.**

Item 5 is hereby amended and restated in its entirety as follows:

(a), (b) As of the date hereof, the aggregate number and percentage of shares of Company Common Stock beneficially owned by Mr. Higgins (assuming full exercise of his options to purchase shares of Company Common Stock), including the number of shares of Company Common Stock as to which Mr. Higgins has sole power to vote or direct the vote, shared power to vote or direct the vote, sole power to dispose or direct the

- 2 -

disposition or shared power to dispose or direct the disposition, is set forth in the table below.

According to the Company's Quarterly Report on Form 10-Q for the period ended October 27, 2012, filed with the Commission on December 6, 2012 (the "Form 10-Q"), there were 31,574,434 shares of Company Common Stock outstanding as of November 30, 2012.

Reporting Person	Number of Shares with Sole Power to Vote	Number of Shares with Shared Power to Vote	Number of Shares with Sole Power to Dispose	Number of Shares with Shared Power to Dispose	Aggregate of Shares Beneficially Owned	Adjusted Number of Shares Outstanding	Percent of Shares Beneficially Owned
Robert J. Higgins	16,235,125 (1)	900,550 (2)	16,235,125 (1)	900,550 (2)	17,135,675 (3)	37,049,434 (4)	46.3% (5)

(1) Consists of (i) 14,622,625 shares of Company Common Stock directly owned by Mr. Higgins, (ii) 1,475,000 shares of Company Common Stock issuable upon the exercise of options held by Mr. Higgins that are vested and outstanding and (iii) 137,500 shares of Company Common Stock owned by the Higgins Family Foundation, of which Mr. Higgins is the sole trustee.

(2) Consists of 50,550 shares of Company Common Stock owned by Mr. Higgins's spouse and 850,000 shares of Company Common Stock owned by the Robert J. Higgins Irrevocable Trust of which Mr. Higgins's spouse is the trustee.

(3) Consists of (i) 14,622,625 shares of Company Common Stock directly owned by Mr. Higgins, (ii) 1,475,000 shares of Company Common Stock issuable upon the exercise of options held by Mr. Higgins that are vested and outstanding, (iii) 137,500 shares of Company Common Stock owned by the Higgins Family Foundation, of which Mr. Higgins is the sole trustee, (iv) 50,550 shares of Company Common Stock owned by Mr. Higgins's spouse and 850,000 shares of Company Common Stock owned by the Robert J. Higgins Irrevocable Trust of which Mr. Higgins's spouse is the trustee.

(4) Consists of (i) shares of Company Common Stock issued and outstanding as of November 30, 2012, as set forth in the Form 10-Q and (ii) 1,475,000 shares of Company Common Stock issuable upon the exercise of options held by Mr. Higgins that are vested and outstanding.

(5) Based on (i) all shares of Company Common Stock issued and outstanding as of November 30, 2012, as set forth in the Form 10-Q and (ii) 1,475,000 shares of Company Common Stock subject to options held by Mr. Higgins that are vested and outstanding.

(c) During the last sixty days there were no transactions with respect to the Company Common Stock affected by Mr. Higgins.

(d) Not applicable.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of Issuer**

No material change from Schedule 13D/A filed on April 21, 2010.

**Item 7. Material to be Filed as Exhibits.**

Not applicable.

- 4 -



SIGNATURES

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

Dated: April 4, 2013     /S/ Robert J. Higgins  
Name: Robert J. Higgins

- 5 -