

ULTRALIFE BATTERIES INC

Form SC 13D/A

June 22, 2006

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

SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Ultralife Batteries, Inc.
(Name of Issuer)

COMMON STOCK, par value \$.10
(Title of Class of Securities)

903899102
(CUSIP Number)

Jerald A. Trannel
290 South County Farm Road, Third Floor
Wheaton, Illinois 60187-4526
Telephone: (630) 588-7200
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

June 19, 2006
(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 which is the subject
of this Schedule 13D, and is filing this schedule because
of Section 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 Section 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
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).

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Schedule 13D/A

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1. Names of Reporting Person
S.S. OR I.R.S. Identification No. of Above Persons
Grace Brothers, Ltd.

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2. Check the Appropriate Box if a Member of a Group (See instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See instructions)

00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Illinois Limited Partnership

| | |
|--------------|-----------------------------|
| | 7 Sole Voting Power |
| Number of | 0 |
| Shares | 8 Shared Voting Power |
| Beneficially | 3,315,482 shares |
| Owned by | |
| Each | |
| Reporting | 9 Sole Dispositive Power |
| Person | 0 |
| With | 10 Shared Dispositive Power |
| | 3,315,482 shares |

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,315,482 shares

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See instructions)

13. Percent of Class Represented by Amount in Row (11)

22.2%

14. Type of Reporting Person (See instructions)

PN,

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Schedule 13D/A

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1. Names of Reporting Person

S.S. OR I.R.S. Identification No. of Above Persons

Bradford T. Whitmore

2. Check the Appropriate Box if a Member of a Group (See instructions)

(a)

(b)

3. SEC Use Only

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4. Source of Funds (See instructions)

00

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

Number of Shares

7 Sole Voting Power
25,815

Beneficially Owned by Each

8 Shared Voting Power
3,315,482

Reporting Person With

9 Sole Dispositive Power
25,815

10 Shared Dispositive Power
3,315,482

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,341,297

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See instructions) []

13. Percent of Class Represented by Amount in Row (11)

22.4%

14. Type of Reporting Person (See instructions)

IN

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1. Names of Reporting Person

S.S. OR I.R.S. Identification No. of Above Persons

Spurgeon Corporation

2. Check the Appropriate Box if a Member of a Group (See instructions)

(a) []

(b) []

3. SEC Use Only

4. Source of Funds (See instructions)

00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) []

6. Citizenship or Place of Organization

Illinois Corporation

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| | |
|---|---|
| | 7 Sole Voting Power |
| Number of Shares | 0 |
| Beneficially Owned by Each Reporting Person | 8 Shared Voting Power 3,315,482 shares |
| With | 9 Sole Dispositive Power 0 |
| | 10 Shared Dispositive Power 3,315,482 shares |

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,315,482

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See instructions) []

13. Percent of Class Represented by Amount in Row (11)

22.2%

14. Type of Reporting Person (See instructions)

CO

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The undersigned, Grace Brothers, Ltd. ("Grace") hereby amends its Schedule 13D as filed on June 7, 2006 relating to the Common Stock of Ultralife Batteries, Inc. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meaning as set forth in the Schedule 13D. Except as set forth herein, the Schedule 13D, as previously amended, remains unchanged.

Item 5. Interest in Securities of the Issuer

(a) As of the date of this filing, Grace beneficially owns 3,315,482 shares of Common Stock, representing approximately 22.2% of the outstanding shares of Common Stock. As general partner of Grace, Spurgeon may be deemed beneficial owner of 3,315,482 shares of Common Stock, or 22.2% of the outstanding shares of Common Stock, although they otherwise disclaim beneficial ownership. As general partner of Grace, Whitmore may be deemed beneficial owner of 3,315,482 shares of Common Stock, and 25,815 shares of Common Stock as direct beneficial owner, or 22.4% of the outstanding shares of Common Stock.

(b) Grace: shared voting power (with Whitmore and Spurgeon)
3,315,482 Shares

Whitmore: shared voting power (with Grace and Spurgeon)
3,315,482 Shares
sole voting power 25,815 Shares

Spurgeon: shared voting power (with Grace and Whitmore)
3,315,482 Shares

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(c) The transactions effected by the Filers since the most recent filing on June 7, 2006 of Schedule 13D set forth in Schedule A.

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SIGNATURE

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

Dated: June 22, 2006

Grace Brothers, Ltd.

By: /s/ Bradford T. Whitmore
Name: Bradford T. Whitmore
Its: General Partner

Bradford T. Whitmore

By: /s/ Bradford T. Whitmore
Name: Bradford T. Whitmore

Spurgeon Corporation

By: /s/ Jerald A. Trannel
Name: Jerald A. Trannel
Its: Vice President

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SCHEDULE A

TRADE ACTIVITY FOR ULTRALIFE BATTERIES, INC.
EFFECTED BY GRACE BROTHERS, LTD. FROM JUNE 8, 2006
THROUGH JUNE 26, 2006.

| Date | Security | Amount of Shares Purchased | Price per Share |
|-----------|--------------|----------------------------------|--------------------|
| 6/19/2006 | COMMON STOCK | 800 | \$8.26000 |
| 6/19/2006 | COMMON STOCK | 3,900 | \$8.27000 |
| 6/19/2006 | COMMON STOCK | 500 | \$8.28000 |
| 6/19/2006 | COMMON STOCK | 3,934 | \$8.30000 |
| 6/19/2006 | COMMON STOCK | 100 | \$8.31000 |
| 6/19/2006 | COMMON STOCK | 2,421 | \$8.32000 |
| 6/19/2006 | COMMON STOCK | 200 | \$8.33000 |
| 6/19/2006 | COMMON STOCK | 5,050 | \$8.34000 |
| 6/19/2006 | COMMON STOCK | 9,952 | \$8.35000 |
| 6/19/2006 | COMMON STOCK | 1,119 | \$8.36000 |
| 6/19/2006 | COMMON STOCK | 1,467 | \$8.37000 |
| 6/19/2006 | COMMON STOCK | 472 | \$8.38000 |

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| | | | |
|-----------|--------------|--------|-----------|
| 6/19/2006 | COMMON STOCK | 2,005 | \$8.39000 |
| 6/19/2006 | COMMON STOCK | 21,079 | \$8.40000 |
| 6/19/2006 | COMMON STOCK | 9,175 | \$8.41000 |
| 6/19/2006 | COMMON STOCK | 10,872 | \$8.42000 |
| 6/19/2006 | COMMON STOCK | 1,071 | \$8.43000 |
| 6/19/2006 | COMMON STOCK | 900 | \$8.43111 |
| 6/19/2006 | COMMON STOCK | 21,593 | \$8.44000 |
| 6/19/2006 | COMMON STOCK | 1,717 | \$8.46000 |
| 6/19/2006 | COMMON STOCK | 15,955 | \$8.47000 |
| 6/19/2006 | COMMON STOCK | 9,200 | \$8.48000 |
| 6/19/2006 | COMMON STOCK | 1,104 | \$8.49000 |
| 6/19/2006 | COMMON STOCK | 18,748 | \$8.50000 |
| 6/19/2006 | COMMON STOCK | 23,825 | \$8.51000 |
| 6/19/2006 | COMMON STOCK | 11,286 | \$8.52000 |
| 6/19/2006 | COMMON STOCK | 800 | \$8.53000 |
| 6/19/2006 | COMMON STOCK | 6,973 | \$8.54000 |
| 6/19/2006 | COMMON STOCK | 600 | \$8.55000 |
| 6/19/2006 | COMMON STOCK | 1,100 | \$8.58000 |
| 6/20/2006 | COMMON STOCK | 3,800 | \$8.32000 |
| 6/20/2006 | COMMON STOCK | 6,631 | \$8.33000 |
| 6/20/2006 | COMMON STOCK | 10,567 | \$8.34000 |
| 6/20/2006 | COMMON STOCK | 1,800 | \$8.35000 |
| 6/20/2006 | COMMON STOCK | 300 | \$8.36000 |
| 6/20/2006 | COMMON STOCK | 2,800 | \$8.37000 |
| 6/20/2006 | COMMON STOCK | 300 | \$8.39000 |
| 6/20/2006 | COMMON STOCK | 1,545 | \$8.60000 |
| 6/20/2006 | COMMON STOCK | 2,200 | \$8.61500 |
| 6/20/2006 | COMMON STOCK | 1,700 | \$8.64765 |
| 6/20/2006 | COMMON STOCK | 500 | \$8.64800 |
| 6/20/2006 | COMMON STOCK | 1,100 | \$8.65000 |
| 6/20/2006 | COMMON STOCK | 600 | \$8.66000 |
| 6/20/2006 | COMMON STOCK | 3,500 | \$8.68000 |
| 6/20/2006 | COMMON STOCK | 1,200 | \$8.74000 |
| 6/20/2006 | COMMON STOCK | 1,326 | \$8.74399 |
| 6/20/2006 | COMMON STOCK | 1,000 | \$8.75000 |
| 6/20/2006 | COMMON STOCK | 200 | \$8.76000 |
| 6/20/2006 | COMMON STOCK | 400 | \$8.76750 |
| 6/20/2006 | COMMON STOCK | 300 | \$8.77000 |
| 6/20/2006 | COMMON STOCK | 800 | \$8.78000 |
| 6/20/2006 | COMMON STOCK | 592 | \$8.80000 |
| 6/20/2006 | COMMON STOCK | 2,200 | \$8.80545 |
| 6/20/2006 | COMMON STOCK | 900 | \$8.81000 |
| 6/20/2006 | COMMON STOCK | 900 | \$8.81778 |
| 6/20/2006 | COMMON STOCK | 500 | \$8.82000 |
| 6/20/2006 | COMMON STOCK | 2,300 | \$8.83000 |
| 6/20/2006 | COMMON STOCK | 300 | \$8.84000 |
| 6/20/2006 | COMMON STOCK | 1,800 | \$8.85000 |
| 6/20/2006 | COMMON STOCK | 300 | \$8.86000 |
| 6/20/2006 | COMMON STOCK | 400 | \$8.87000 |
| 6/20/2006 | COMMON STOCK | 2,400 | \$8.88000 |
| 6/20/2006 | COMMON STOCK | 290 | \$8.89000 |
| 6/20/2006 | COMMON STOCK | 1,200 | \$8.90000 |
| 6/20/2006 | COMMON STOCK | 600 | \$8.93000 |
| 6/20/2006 | COMMON STOCK | 300 | \$8.96000 |
| 6/20/2006 | COMMON STOCK | 1,720 | \$8.99151 |
| 6/20/2006 | COMMON STOCK | 1,900 | \$9.00000 |
| 6/20/2006 | COMMON STOCK | 400 | \$9.03750 |
| 6/20/2006 | COMMON STOCK | 500 | \$9.04000 |
| 6/20/2006 | COMMON STOCK | 900 | \$9.06000 |
| 6/20/2006 | COMMON STOCK | 2,300 | \$9.07435 |
| 6/20/2006 | COMMON STOCK | 2,500 | \$9.07720 |
| 6/20/2006 | COMMON STOCK | 700 | \$9.08000 |

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| | | | |
|-----------|--------------|--------|-----------|
| 6/20/2006 | COMMON STOCK | 600 | \$9.08333 |
| 6/20/2006 | COMMON STOCK | 300 | \$9.09000 |
| 6/20/2006 | COMMON STOCK | 800 | \$9.09375 |
| 6/20/2006 | COMMON STOCK | 423 | \$9.09946 |
| 6/20/2006 | COMMON STOCK | 8,800 | \$9.10000 |
| 6/20/2006 | COMMON STOCK | 2,800 | \$9.11000 |
| 6/21/2006 | COMMON STOCK | 200 | \$8.81000 |
| 6/21/2006 | COMMON STOCK | 49,569 | \$8.82000 |
| 6/21/2006 | COMMON STOCK | 200 | \$8.96000 |
| 6/21/2006 | COMMON STOCK | 2,406 | \$8.97000 |
| 6/21/2006 | COMMON STOCK | 100 | \$8.98000 |
| 6/21/2006 | COMMON STOCK | 180 | \$8.99000 |
| 6/21/2006 | COMMON STOCK | 2,071 | \$8.99521 |
| 6/21/2006 | COMMON STOCK | 16,008 | \$9.00000 |
| 6/21/2006 | COMMON STOCK | 5,862 | \$9.00966 |
| 6/21/2006 | COMMON STOCK | 5,754 | \$9.02000 |
| 6/21/2006 | COMMON STOCK | 4,400 | \$9.06000 |
| 6/21/2006 | COMMON STOCK | 1,500 | \$9.07000 |