

MAGNETEK, INC.
Form SC 13D/A
March 03, 2015

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

MAGNETEK, INC.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

559424403
(CUSIP Number)

D. Kyle Cerminara

Fundamental Global Investors, LLC

4201 Congress Street, Suite 140

Charlotte, North Carolina 28209

(704) 323-6851

With a copy to:

Derek D. Bork

Thompson Hine LLP

3900 Key Center

127 Public Square

Cleveland, Ohio 44114

(216) 566-5500

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

February 23, 2015

(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* § 240.13d-7 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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NAME OF REPORTING PERSON

1

Fundamental Global Partners, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

0

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

111,090

SOLE DISPOSITIVE POWER

0

SHARED DISPOSITIVE POWER

111,090

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

111,090

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

3.1%

TYPE OF REPORTING PERSON

14

PN

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NAME OF REPORTING PERSON

Fundamental Global Partners Master Fund, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..

(b) ..

SEC USE ONLY

SOURCE OF FUNDS

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ..

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

SOLE VOTING POWER

7

0
SHARED VOTING POWER

NUMBER OF
SHARES **8**

BENEFICIALLY
OWNED BY **219,211**
EACH
SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH **9**

0
SHARED DISPOSITIVE POWER

10

219,211

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

219,211

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.2%

TYPE OF REPORTING PERSON

PN

CUSIP No. **559424403 13D** Page 4 of 10 Pages

NAME OF REPORTING PERSON

1

Fundamental Global Partners GP, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

North Carolina

SOLE VOTING POWER

7

0
SHARED VOTING POWER

NUMBER OF
SHARES **8**

BENEFICIALLY
OWNED BY **111,090**
EACH
SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH **9**

0
SHARED DISPOSITIVE POWER

10

111,090

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

111,090

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

3.1%

TYPE OF REPORTING PERSON

14

OO

CUSIP No. **559424403 13D** Page 5 of 10 Pages

NAME OF REPORTING PERSON

FG Partners GP, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..

(b) ..

SEC USE ONLY

SOURCE OF FUNDS

AF
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ..

CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

SOLE VOTING POWER

7

0
SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8

219,211
SOLE DISPOSITIVE POWER

9

0
SHARED DISPOSITIVE POWER

10

219,211

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

219,211

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.2%

TYPE OF REPORTING PERSON

00

CUSIP No. **559424403 13D** Page 6 of 10 Pages

NAME OF REPORTING PERSON

1

Fundamental Global Investors, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

North Carolina

SOLE VOTING POWER

7

0
SHARED VOTING POWER

NUMBER OF
SHARES **8**

BENEFICIALLY
OWNED BY **330,301**
EACH
SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH **9**

0
SHARED DISPOSITIVE POWER

10

330,301

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

330,301

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

9.3%

TYPE OF REPORTING PERSON

14

OO

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NAME OF REPORTING PERSON

1

Joseph H. Moglia

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS

4

PF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

60,000

SHARED VOTING POWER

NUMBER OF
SHARES

8

BENEFICIALLY
OWNED BY
EACH

0

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH

9

60,000

SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

60,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.7%

TYPE OF REPORTING PERSON

14

IN

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This Amendment No. 4 to Statement of Beneficial Ownership on Schedule 13D (“Amendment No. 4”) amends the Statement of Beneficial Ownership on Schedule 13D filed by the Reporting Persons on February 28, 2014, as amended (the “Schedule 13D” or this “Statement”), with respect to the Common Stock, par value \$0.01 per share (the “Common Stock”), of Magnetek, Inc., a Delaware corporation (the “Company”). Capitalized terms used but not defined in this Amendment No. 4 shall have the meanings set forth in the Schedule 13D. Except as amended and supplemented by this Amendment No. 4, the Schedule 13D remains unchanged.

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

The total cost for purchasing the Common Stock reported as owned by Fundamental Global Partners, LP and Fundamental Global Partners Master Fund, LP in this Statement, including brokerage commissions, was approximately \$8,820,560.

Item 4. Purpose of Transaction.

The Reporting Persons entered into a letter agreement, dated as of February 23, 2015, with the Company relating to the potential service on the Company’s Board of Directors by Mr. D. Kyle Cerminara. A copy of the letter agreement is filed as Exhibit 99.1 to this Statement and is hereby incorporated herein by reference.

On February 27, 2015, the Board of Directors of the Company provided a notice to Mr. Cerminara stating that it approved his nomination to the Board and will recommend his election to the Board at the Company’s 2015 annual meeting of stockholders. On February 27, 2015, Mr. Cerminara notified the Company’s Board of Directors that he accepted such nomination and agreed to stand for election to the Company’s Board of Directors.

None of the Reporting Persons has any present plan or proposal that would result in any of the actions described in paragraphs (a) through (j) of Item 4 of Schedule 13D, except as may be proposed by Mr. Cerminara in his capacity as a director of the Company or by such Board of Directors with the participation of Mr. Cerminara. The Reporting Persons reserve the right in the future to formulate any such plans or proposals, and to take any actions with respect to their investments in the Company, including any or all of the actions described in paragraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) The Reporting Persons beneficially own in the aggregate 330,301 shares of Common Stock, which represents approximately 9.3% percent of the Company's outstanding shares of Common Stock.

Each of Fundamental Global Partners, LP and Fundamental Global Partners Master Fund, LP directly holds the number and percentage of shares of Common Stock disclosed as beneficially owned by it in the applicable table set forth on the cover page to this Statement.

Mr. Moglia holds 30,000 shares of Common Stock directly and may be deemed to beneficially own an additional 30,000 shares of Common Stock held by the Moglia Family Foundation, which is a charitable foundation for which Mr. Moglia is the sole trustee.

In addition, CWA Asset Management Group, LLC (doing business as "Capital Wealth Advisors") holds 26,730 shares of Common Stock for the accounts of individual investors, which represents approximately 0.8% of the Company's outstanding shares of Common Stock. CWA Asset Management Group, LLC provides wealth management, estate planning and family office services to individual investors. The Investment Manager owns 50% of CWA Asset Management Group, LLC.

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Each percentage ownership of shares of Common Stock set forth in this Statement is based on the 3,532,967 shares of Common Stock reported by the Company as outstanding as of November 1, 2014 in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 12, 2014.

(c) The transactions effected by the Fund and the Master Fund in the Common Stock in the open market for the last 60 days is set forth on Schedule A to this Statement.

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

Discussion in Item 4 of this Statement is hereby incorporated herein by reference.

Pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the Reporting Persons have entered into an agreement with respect to the joint filing of this Statement, which agreement is set forth on the signature page to this Statement.

Item 7. Material to Be Filed as Exhibits.

The following documents are filed as exhibits:

99.1 Letter agreement, dated as of February 23, 2015, by and among the Reporting Persons and the Company.

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SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this Statement is true, complete and correct.

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of this Statement on Schedule 13D with respect to the Common Stock of the Company.

Dated: March 3, 2015

FUNDAMENTAL GLOBAL PARTNERS, LP,

by Fundamental Global Partners GP, LLC, its general partner

/s/ D. Kyle Cerminara
D. Kyle Cerminara
Partner and Manager

FUNDAMENTAL GLOBAL PARTNERS MASTER FUND, LP,

by FG Partners GP, LLC, its general partner

/s/ D. Kyle Cerminara
D. Kyle Cerminara
Manager

FUNDAMENTAL GLOBAL PARTNERS GP, LLC

/s/ D. Kyle Cerminara
D. Kyle Cerminara
Partner and Manager

FG PARTNERS GP, LLC

/s/ D. Kyle Cerminara
D. Kyle Cerminara
Manager

FUNDAMENTAL GLOBAL INVESTORS, LLC

/s/ D. Kyle Cerminara
D. Kyle Cerminara
Chief Executive Officer, Partner and Manager

/s/ D. Kyle Cerminara
D. Kyle Cerminara

/s/ Lewis M. Johnson
Lewis M. Johnson

/s/ Joseph H. Moglia
Joseph H. Moglia

Schedule A

Transactions by Fundamental Global Partners, LP and Fundamental Global Partners Master Fund, LP

in the Common Stock for the last 60 days:

Fundamental Global Partners, LP:

| <u>Transaction Date</u> | Number of Shares <u>Bought/(Sold)</u> | Price Per Share (\$) |
|-------------------------|---|-------------------------|
| 1/2/2015 | 198 | 39.775000 |
| 1/5/2015 | 33 | 39.150000 |
| 1/6/2015 | 330 | 38.817010 |
| 1/7/2015 | 231 | 38.618571 |
| 1/8/2015 | 165 | 39.560980 |
| 1/9/2015 | 370 | 39.754054 |
| 1/12/2015 | 198 | 39.885004 |
| 1/13/2015 | 792 | 39.290076 |
| 1/14/2015 | 264 | 39.837488 |
| 1/15/2015 | 661 | 40.413000 |
| 1/16/2015 | 54 | 40.229444 |
| 1/20/2015 | 132 | 40.814977 |
| 1/21/2015 | 44 | 41.540600 |
| 1/22/2015 | 297 | 41.477778 |
| 1/23/2015 | 1,090 | 41.130663 |
| 1/26/2015 | 657 | 40.154004 |
| 1/27/2015 | 304 | 40.093496 |
| 1/28/2015 | 364 | 40.077005 |
| 1/29/2015 | 495 | 39.998397 |
| 1/30/2015 | 495 | 39.958619 |
| 2/2/2015 | 1,511 | 39.780251 |
| 2/3/2015 | (33 |) 40.380000 |
| 2/3/2015 | 528 | 40.185515 |
| 2/5/2015 | 132 | 40.787500 |
| 2/6/2015 | 66 | 40.710000 |
| 2/9/2015 | 66 | 40.825000 |
| 2/10/2015 | 429 | 41.038054 |
| 2/11/2015 | 165 | 40.952020 |
| 2/12/2015 | 99 | 40.940000 |
| 2/17/2015 | 66 | 40.125000 |

2/18/2015

3

40.360000

Fundamental Global Partners Master Fund, LP:

| | Number of Shares | Price Per Share (\$) |
|-------------------------|----------------------|-------------------------|
| <u>Transaction Date</u> | <u>Bought/(Sold)</u> | |
| 1/2/2015 | 402 | 39.775000 |
| 1/5/2015 | 67 | 39.150000 |
| 1/6/2015 | 670 | 38.817010 |
| 1/7/2015 | 469 | 38.618571 |
| 1/8/2015 | 335 | 39.560980 |
| 1/9/2015 | 751 | 39.753725 |
| 1/12/2015 | 402 | 39.885006 |
| 1/13/2015 | 1,608 | 39.28997 |
| 1/14/2015 | 536 | 39.837488 |
| 1/16/2015 | 110 | 40.229182 |
| 1/20/2015 | 268 | 40.814969 |
| 1/21/2015 | 89 | 41.540600 |
| 1/22/2015 | 603 | 41.477778 |
| 1/23/2015 | 2,210 | 41.131035 |
| 1/26/2015 | 1,333 | 40.154207 |
| 1/27/2015 | 618 | 40.093220 |
| 1/28/2015 | 736 | 40.078764 |
| 1/29/2015 | 1,005 | 39.997961 |
| 1/30/2015 | 1,005 | 39.958708 |
| 2/2/2015 | 3,069 | 39.780152 |
| 2/3/2015 | (67 |) 40.380000 |
| 2/3/2015 | 1,072 | 40.185700 |
| 2/5/2015 | 268 | 40.787500 |
| 2/6/2015 | 134 | 40.710000 |
| 2/9/2015 | 134 | 40.825000 |
| 2/10/2015 | 871 | 41.038258 |
| 2/11/2015 | 335 | 40.952020 |
| 2/12/2015 | 201 | 40.940000 |
| 2/17/2015 | 134 | 40.125000 |
| 2/18/2015 | 7 | 40.360000 |