AUTOINFO INC
Form SC 13D/A
March 06, 2013

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 3)1

AutoInfo, Inc.

(Name of Issuer)

Common Stock, Par Value $0.001 Per Share
(Title of Class of Securities)

052777109
(CUSIP Number)

VADIM PERELMAN
12400 Wilshire Blvd, Suite 940
Los Angeles, CA 90025
(310) 246-0345

ERIC KHROM
Khrom Capital Management LLC
41 Madison Ave., 31st FL
New York, NY 10010
(646) 202-2618
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 4, 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 § 240.13d-7 for other parties to whom copies are to be sent.

_____

1 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).

CUSIP NO. 052777109

| | | | |
|---|---|---|---|
| 1 | NAME OF REPORTING PERSON<br><br>BAKER STREET CAPITAL L.P. | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | (a) o<br>(b) o |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS<br><br>WC | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | | ¨ |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Delaware | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER<br><br>1,000 | |
| | 8 | SHARED VOTING POWER<br><br>- 0 - | |
| | 9 | SOLE DISPOSITIVE POWER<br><br>1,000 | |
| | 10 | SHARED DISPOSITIVE POWER<br><br>- 0 - | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>1,000 | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | o |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br><br>Less than 1% | | |
| 14 | TYPE OF REPORTING PERSON<br><br>PN | | |

CUSIP NO. 052777109

| | | | |
|---|---|---|---|
| 1 | NAME OF REPORTING PERSON<br><br>BAKER STREET CAPITAL MANAGEMENT, LLC | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | (a) o<br>(b) o |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS<br><br>AF | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | | ¨ |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>California | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER<br><br>1,000 | |
| | 8 | SHARED VOTING POWER<br><br>- 0 - | |
| | 9 | SOLE DISPOSITIVE POWER<br><br>1,000 | |
| | 10 | SHARED DISPOSITIVE POWER<br><br>- 0 - | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>1,000 | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | o |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br><br>Less than 1% | | |
| 14 | TYPE OF REPORTING PERSON<br><br>OO | | |

CUSIP NO. 052777109

| | | | |
|---|---|---|---|
| 1 | NAME OF REPORTING PERSON<br><br>VADIM PERELMAN | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | (a) o<br>(b) o |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS<br><br>AF | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | | ¨ |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>USA | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER<br><br>1,000 | |
| | 8 | SHARED VOTING POWER<br><br>- 0 - | |
| | 9 | SOLE DISPOSITIVE POWER<br><br>1,000 | |
| | 10 | SHARED DISPOSITIVE POWER<br><br>- 0 - | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>1,000 | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | o |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br><br>Less than 1% | | |
| 14 | TYPE OF REPORTING PERSON<br><br>IN | | |

CUSIP NO. 052777109

| | | | |
|---|---|---|---|
| 1 | NAME OF REPORTING PERSON<br><br>KHROM INVESTMENTS FUND, LP | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) o<br>(b) o | |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS<br><br>WC | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | ¨ | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Delaware | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER<br><br>1,000 | |
| | 8 | SHARED VOTING POWER<br><br>- 0 - | |
| | 9 | SOLE DISPOSITIVE POWER<br><br>1,000 | |
| | 10 | SHARED DISPOSITIVE POWER<br><br>- 0 - | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>1,000 | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | o | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br><br>Less than 1% | | |
| 14 | TYPE OF REPORTING PERSON<br><br>PN | | |

CUSIP NO. 052777109

| | | | |
|---|---|---|---|
| 1 | NAME OF REPORTING PERSON<br><br>KHROM CAPITAL MANAGEMENT, LLC | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) o<br>(b) o | |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS<br><br>AF | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | ¨ | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>New York | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER<br><br>1,000 | |
| | 8 | SHARED VOTING POWER<br><br>- 0 - | |
| | 9 | SOLE DISPOSITIVE POWER<br><br>1,000 | |
| | 10 | SHARED DISPOSITIVE POWER<br><br>- 0 - | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>1,000 | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | o | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br><br>Less than 1% | | |
| 14 | TYPE OF REPORTING PERSON<br><br>OO | | |

CUSIP NO. 052777109

| | | | |
|---|---|---|---|
| 1 | NAME OF REPORTING PERSON<br><br>ERIC KHROM | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | | (a) o<br>(b) o |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS<br><br>AF | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | | ¨ |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>USA | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER<br><br>1,000 | |
| | 8 | SHARED VOTING POWER<br><br>- 0 - | |
| | 9 | SOLE DISPOSITIVE POWER<br><br>1,000 | |
| | 10 | SHARED DISPOSITIVE POWER<br><br>- 0 - | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>1,000 | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | | o |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br><br>Less than 1% | | |
| 14 | TYPE OF REPORTING PERSON<br><br>IN | | |

CUSIP NO. 052777109

The following constitutes Amendment No. 3 to the Schedule 13D filed by the undersigned ("Amendment No. 3"). This Amendment No. 3 amends the Schedule 13D as specifically set forth herein.

Item 2. Identity and Background.

Item 2 is hereby amended to add the following:

On March 4, 2013, the Reporting Persons ceased to be the beneficial owners of more than 5% of the outstanding Shares. Accordingly, as of the date hereof, BSC LP, Baker Street Capital, Mr. Perelman, Khrom Investments, Khrom Capital and Mr. Khrom are no longer members of a Section 13(d) group with each other and shall cease to make joint filings on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer.

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

Item 3 is hereby amended to add the following:

The aggregate purchase price of the 1,000 Shares owned by BSC LP is approximately $550, excluding brokerage commissions. The Shares owned by BSC LP were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases.

The aggregate purchase price of the 1,000 Shares owned by Khrom Investments is approximately $550, excluding brokerage commissions. The Shares owned by Khrom Investments were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 34,216,136 Shares outstanding as of November 13, 2012, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 14, 2012.

As of the close of business on March 5, 2013, BSC LP beneficially owned 1,000 Shares, constituting less than 1% of the Shares outstanding. As the general partner of BSC LP, Baker Street Capital may be deemed to beneficially own the 1,000 Shares owned by BSC LP, constituting less than 1% of the Shares outstanding. As the managing member of Baker Street Capital, which in turn is the general partner of BSC LP, Mr. Perelman may be deemed to beneficially own the 1,000 Shares owned by BSC LP, constituting less than 1% of the Shares outstanding. Mr. Perelman has sole voting and dispositive power with respect to the 1,000 Shares owned by BSC LP by virtue of his authority to vote and dispose of such Shares. Baker Street Capital and Mr. Perelman disclaim beneficial ownership of the Shares held by BSC LP, except to the extent of their pecuniary interest therein.

As of the close of business on March 5, 2013, Khrom Investments beneficially owned 1,000 Shares, constituting less than 1% of the Shares outstanding. As of the close of business on March 5, 2013, no Shares were held in the Khrom Capital Accounts. As the general partner of Khrom Investments and the manager of the Khrom Capital Accounts, Khrom Capital may be deemed to beneficially own the 1,000 Shares owned by Khrom Investments, constituting less than 1% of the Shares outstanding. As the managing member of Khrom Capital, which in turn is the general partner of Khrom Investments and the manager of the Khrom Capital Accounts, Mr. Khrom may be deemed to beneficially

own the 1,000 Shares owned by Khrom Investments, constituting less than 1% of the Shares outstanding. Mr. Khrom has sole voting and dispositive power with respect to the 1,000 Shares owned by Khrom Investments by virtue of his authority to vote and dispose of such Shares. Khrom Capital and Mr. Khrom disclaim beneficial ownership of the Shares held by Khrom Investments, except to the extent of their pecuniary interest therein.

(b) By virtue of his position with Baker Street Capital, Mr. Perelman has the sole power to vote and dispose of the Shares reported owned by BSC LP. By virtue of his position with Khrom Capital, Mr. Khrom has the sole power to vote and dispose of the Shares reported owned by Khrom Investments.

(c) Schedule A annexed hereto lists all transactions in securities of the Issuer during the past sixty days by the Reporting Persons.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

(e) As of March 4, 2013, the Reporting Persons ceased to be the beneficial owners of more than 5% of the outstanding Shares of the Issuer.

CUSIP NO. 052777109

SIGNATURES

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

Dated: March 6, 2013

BAKER STREET CAPITAL L.P.

By: Baker Street Capital Management, LLC
General Partner

By: /s/ Vadim Perelman
Name: Vadim Perelman
Title: Managing Member

BAKER STREET CAPITAL MANAGEMENT, LLC

By: /s/ Vadim Perelman
Name: Vadim Perelman
Title: Managing Member

/s/ Vadim Perelman
VADIM PERELMAN

KHROM INVESTMENTS FUND, LP

By: Khrom Capital Management, LLC
General Partner

By: /s/ Eric Khrom
Name: Eric Khrom
Title: Managing Member

KHROM CAPITAL MANAGEMENT, LLC

By: /s/ Eric Khrom
Name: Eric Khrom
Title: Managing Member

/s/ Eric Khrom
ERIC KHROM

CUSIP NO. 052777109

SCHEDULE A

Transactions in Securities of the Issuer During the Past Sixty Days

| Shares of Common Stock Purchased/(Sold) | Price Per Share($) | Date of Purchase/Sale |
|---|---|---|
| | BAKER STREET CAPITAL L.P. | |
| (3,123,844) | 1.0400 | 03/04/2013 |
| | KHROM INVESTMENTS FUND, LP | |
| (1,365,119) | 1.0400 | 03/04/2013 |
| | KHROM CAPITAL MANAGEMENT, LLC (Through the Khrom Capital Accounts) | |
| (153,945) | 1.0400 | 03/04/2013 |