

Edgar Filing: PECO II INC - Form SC 13G/A

PECO II INC
Form SC 13G/A
February 12, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2*)

PECO II, Inc.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

705221109

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

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Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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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| | | | | |
|-----|--|----------------------------------|--|-----|
| 1) | Name of Reporting Person | Costa Brava Partnership III L.P. | | |
| | I.R.S. Identification | 04-3387028 | | |
| | No. of Above Person | | | |
| | (Entities Only) | | | |
| 2) | Check the Appropriate Box | (a) <input type="checkbox"/> | | |
| | if a Member of a Group | (b) <input type="checkbox"/> | | |
| 3) | SEC Use Only | | | |
| 4) | Citizenship or Place | A Delaware limited partnership | | |
| | of Organization | | | |
| | Number of | 5) Sole Voting | | -0- |
| | Shares Beneficially | Power | | |
| | Owned by Each | 6) Shared Voting | | -0- |
| | Reporting Person | Power | | |
| | With | 7) Sole Dispositive | | -0- |
| 9) | Aggregate Amount Beneficially Owned | 8) Shared Dispositive Power | | -0- |
| | by Each Reporting Person: | | | |
| 10) | Check if the Aggregate Amount in Row | | | |
| | (9) Excludes Certain Shares | | | |
| 11) | Percent of Class Represented by Amount | | | |
| | in Row (9): | | | -0- |
| 12) | Type of Reporting Person (see | | | PN |
| | instructions): | | | |

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| | | | |
|-----|--|--|-----|
| 1) | Name of Reporting Person | Roark, Rearden & Hamot, LLC | |
| | I.R.S. Identification | 10-0000708 | |
| | No. of Above Person | | |
| | (Entities Only) | | |
| 2) | Check the Appropriate Box | (a) <input type="checkbox"/> | |
| | if a Member of a Group | (b) <input type="checkbox"/> | |
| 3) | SEC Use Only | | |
| 4) | Citizenship or Place | A Delaware limited liability partnership | |
| | of Organization | | |
| | Number of | 5) Sole Voting | -0- |
| | Shares Beneficially | 6) Shared Voting | -0- |
| | Owned by Each | 7) Sole Dispositive | -0- |
| | Reporting Person | 8) Shared Dispositive Power | -0- |
| | With | | |
| 9) | Aggregate Amount Beneficially Owned by Each Reporting Person: | -0- | |
| 10) | Check if the Aggregate Amount in Row (9) Excludes Certain Shares | | |
| 11) | Percent of Class Represented by Amount in Row (9): | -0- | |
| 12) | Type of Reporting Person (see instructions): | OO | |

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- | | | | |
|---------------------|--|--|-----|
| 1) | Name of Reporting Person | Seth W. Hamot | |
| | I.R.S. Identification | | |
| | No. of Above Person | | |
| | (Entities Only) | | |
| 2) | Check the Appropriate Box | (a) <input type="checkbox"/> | |
| | if a Member of a Group | (b) <input type="checkbox"/> | |
| 3) | SEC Use Only | | |
| 4) | Citizenship or Place | A Delaware limited liability partnership | |
| | of Organization | | |
| Number of | 5) | Sole Voting | -0- |
| | | Power | |
| Shares Beneficially | 6) | Shared Voting | -0- |
| | | Power | |
| Owned by Each | 7) | Sole Dispositive | -0- |
| | | Power | |
| Reporting Person | 8) | Shared Dispositive Power | -0- |
| With | | | |
| 9) | Aggregate Amount Beneficially Owned | | |
| | by Each Reporting Person: | | -0- |
| 10) | Check if the Aggregate Amount in Row | | |
| | (9) Excludes Certain Shares | | |
| 11) | Percent of Class Represented by Amount | | |
| | in Row (9): | | -0- |
| 12) | Type of Reporting Person (see | IN, HC | |
| | instructions): | | |

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Schedule 13G (Amendment No. 2 Final Amendment)

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission on July 17, 2006 and Amendment No. 1 thereto filed on February 14, 2007 (as so amended, the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following Items of the Schedule 13G are hereby amended and restated to read in their entirety as follows:

Item 4. Ownership.

The information requested in Item 4 is set forth in Items 5 through 9 and 11 of the cover pages to this Schedule 13G.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following X.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

The Reporting Persons have agreed that this Schedule may be filed by Costa Brava Partnership III L.P. on behalf of all of them jointly pursuant to Rule 13d-1(k)(1). A copy of such agreement is attached as Exhibit 1 to this Schedule.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2008

COSTA BRAVA PARTNERSHIP III L.P.
By: Roark, Rearden & Hamot, LLC,
its General Partner

By: /s/ Seth W. Hamot
Name: Seth W. Hamot
Title: President

Exhibit 1

AGREEMENT REGARDING

THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

(i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and

(ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated: February 11, 2008

COSTA BRAVA PARTNERSHIP III L.P.
By: Roark, Rearden & Hamot, LLC,
its General Partner

By: /s/ Seth W. Hamot
Name: Seth W. Hamot
Title: President

ROARK, REARDEN & HAMOT, LLC

By: /s/ Seth W. Hamot
Name: Seth W. Hamot
Title: President

SETH W. HAMOT

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By: /s/ Seth W. Hamot
Seth W. Hamot