

Edgar Filing: NIERENBERG DAVID - Form SC 13D/A

NIERENBERG DAVID
Form SC 13D/A
September 30, 2004

Securities and Exchange Commission
Washington, D.C. 20549

Schedule 13D

Under the Securities Exchange Act of 1934

(Amendment No. 10)*

Mexican Restaurants, Inc.
(Name of Issuer)

Common
(Title of Class of Securities)

14712p104
(CUSIP Number)

David Nierenberg
The D3 Family Fund
19605 NE 8th Street
Camas, WA 98607
360-604-8600

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

September 7, 2004
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 ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following

-
- 1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON
- The D3 Family Fund, L.P. (David Nierenberg is president of the General Partner, which is Nierenberg Investment Management Company.)
-
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
- (a) |X|
(b) |_|
-
- 3 SEC USE ONLY
-
- 4 SOURCE OF FUNDS*
- WC
-
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)
- |_|

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

7 SOLE VOTING POWER

545,306 common shares (16.1%)

8 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0

9 SOLE DISPOSITIVE POWER

545,306

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,002,700 shares (29.6%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.6%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Family Retirement Fund, L.P. (David Nierenberg is president of the General Partner, which is Nierenberg Investment Management Company.)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

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PURSUANT TO ITEMS 2(d) OR 2(e)

|_ |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

7 SOLE VOTING POWER

222,770 common shares (6.6%)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

222,770

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,002,700 shares (29.6%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* |_ |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.6%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Family Bulldog Fund, L.P. (David Nierenberg is president of the General Partner, which is Nierenberg Investment Management Company.)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) |X|

(b) |_ |

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

	7	SOLE VOTING POWER	
			54,000 common shares (1.6%)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	0
	9	SOLE DISPOSITIVE POWER	54,000
	10	SHARED DISPOSITIVE POWER	0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,002,700 shares (29.6%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.6%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

The D3 Children's Fund, L.P. (David Nierenberg is president of the General Partner, which is Nierenberg Investment Management Company.)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

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WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

7 SOLE VOTING POWER
48,224 common shares (1.4%)

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
48,224

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,002,700 shares (29.6%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
29.6%

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON
The D3 Offshore Fund, L.P. (David Nierenberg is president of the General Partner, which is Nierenberg Investment Management Company.)

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

3 SEC USE ONLY

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4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

7 SOLE VOTING POWER

132,400 common shares (3.9%)

8 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

0

EACH
REPORTING
PERSON

9 SOLE DISPOSITIVE POWER

132,400

WITH

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,002,700 shares (29.6%)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.6%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1. Security and Issuer.

Common Stock of Mexican Restaurant, Inc. (CASA), 1135 Edgebrook,
Houston, Texas 77034-1899

Item 2. Identity and Background.

The D3 Family Fund, L.P. is a Washington State limited partnership,
whose principal business is investing in the equities of public
micro-cap issuers. Located at 19605 N.E. 8th St., Camas, Washington
98607. No convictions or administrative proceedings as described in 2
(d) and (e).

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

Source of funds is money invested in the partnership by its partners.

Item 4. Purpose of Transaction.

We are pleased with the company's progress as it assimilates the stores acquired in Beaumont, TX in January, continues growing same store sales at core stores, sharpens the corporate focus on its core concepts, and continues to strengthen its balance sheet by using free cash flow from operations to pay off debt.

Item 5. Interest in Securities of the Issuer.

(a,b) D3 Family Fund owns and has sole voting power over 545,306 CASA shares.

(c) N/A

(d) N/A

(e) N/A

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

N/A

Item 7. Material to be Filed as Exhibits.

N/A

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.

Sept. 7, 2004

/s/ DAVID NIERENBERG

Date

David Nierenberg
President
Nierenberg Investment Management Company, Inc.,
the General Partner of The D3 Family Fund, L.P.

Item 1. Security and Issuer.

Common Stock of Mexican Restaurant, Inc. (CASA), 1135 Edgebrook, Houston, Texas 77034-1899

Item 2. Identity and Background.

The D3 Family Retirement Fund, L.P. is a Washington State limited partnership, whose principal Business is investing in the equities of public micro-cap issuers. Located at 19605 N.E. 8th St., Camas, Washington 98607. No convictions or administrative proceedings as described in 2 (d) and (e).

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Item 5. Interest in Securities of the Issuer.

(a,b) The D3 Family Retirement Fund, L.P. owns and has sole voting power over 222,770 CASA shares.

- (c) N/A
(d) N/A
(e) N/A

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

N/A

Item 7. Material to be Filed as Exhibits.

N/A

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.

Sept. 7, 2004

/s/ DAVID NIERENBERG

Date

David Nierenberg
President
Nierenberg Investment Management Company, Inc.,
the General Partner of The D3 Family Retirement Fund, L.P.

Item 1. Security and Issuer.

Common Stock of Mexican Restaurant, Inc. (CASA), 1135 Edgebrook, Houston, Texas 77034-1899

Item 2. Identity and Background.

The D3 Family Bulldog Fund, L.P. is a Washington State limited partnership, whose principal business is investing in the equities of public micro-cap issuers. Located at 19605 N.E. 8th St., Camas, Washington 98607. No convictions or administrative proceedings as described in 2 (d) and (e).

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We are pleased with the company's progress as it assimilates the stores acquired in Beaumont, TX in January, continues growing same store sales at core stores, sharpens the corporate focus on its core concepts, and continues to strengthen its balance sheet by using free cash flow from operations to pay off debt.

Item 5. Interest in Securities of the Issuer.

(a,b) D3 Family Bulldog Fund, L.P. owns and has sole voting power over 54,000 CASA shares.

(c) N/A

(d) N/A

(e) N/A

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

N/A

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N/A

Signature

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Sept. 7, 2004

/s/ DAVID NIERENBERG

Date

David Nierenberg
President
Nierenberg Investment Management Company, Inc.,
the General Partner of The D3 Family Bulldog
Fund, L.P.

Item 1. Security and Issuer.

Common Stock of Mexican Restaurant, Inc. (CASA), 1135
Edgebrook, Houston, Texas 77034-1899

Item 2. Identity and Background.

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Item 5. Interest in Securities of the Issuer.

(a,b) D3 Children's Fund, L.P. owns and has sole voting power over 48,224 CASA shares.

(c) N/A

(d) N/A

(e) N/A

(e) N/A

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

N/A

Item 7. Material to be Filed as Exhibits.

N/A

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.

Sept. 7, 2004

/s/ DAVID NIERENBERG

Date

David Nierenberg
President
Nierenberg Investment Management Company, Inc.,
General Partner of The D3 Children's Fund, L.P.

Item 1. Security and Issuer.

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Item 5. Interest in Securities of the Issuer.

(a,b) D3 Children's Fund, L.P. owns and has sole voting power over 132,400 CASA shares.

(c)	Date	Shares Bought	Price
		-----	-----
	9/2/04	500	7.33
	9/7/04	39,400	7.29

(d) N/A

(e) N/A

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

N/A

Item 7. Material to be Filed as Exhibits.

N/A

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.

Sept. 7, 2004

/s/ DAVID NIERENBERG

Date

David Nierenberg
President
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Children's Fund, L.P.