

Edgar Filing: UNITED AUTO GROUP INC - Form SC 13D/A

UNITED AUTO GROUP INC
Form SC 13D/A
February 14, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-1)

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

(Amendment No. 3)

United Auto Group, Inc.

(Name of Issuer)

Common Stock, \$.0001 par value

(Title of Class of Securities)

909440109

(CUSIP Number)

COPY TO:

Tami E. Nason, Esq.
Charlesbank Capital Partners, LLC
600 Atlantic Avenue
Boston, MA 02210
(617) 619-5400

Larry Jordan Rowe, Esq.
Ropes & Gray
One International Place
Boston, MA 02110
(617) 951-7407

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

January 2, 2002

(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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following
box []

SCHEDULE 13D

CUSIP No. 909440109

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Charlesbank Capital Partners, LLC

(a) []

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS*
OO

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER	2,675,456 shares
	8.	SHARED VOTING POWER	----
	9.	SOLE DISPOSITIVE POWER	2,675,456 shares
	10.	SHARED DISPOSITIVE POWER	----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,675,456 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [X]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11.5%

14. TYPE OF REPORTING PERSON*
OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

United Auto Group, Inc.

This Amendment No. 3 (the "Amendment") hereby amends the initial Schedule 13D filed on July 10, 1998, Amendment No. 1 to the initial Schedule 13D filed on April 22, 1999 and Amendment No. 2 to the initial Schedule 13D filed on May 6, 1999. Terms used but not defined in this Amendment have the meanings defined in the initial Schedule 13D, Amendment No. 1 to the initial Schedule 13D and Amendment No. 2 to the initial Schedule 13D. Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the initial Schedule 13D, Amendment No. 1 to the initial Schedule 13D or Amendment No. 2 to the initial Schedule 13D.

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

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Item 5. Interest in Securities of the Issuer.

(a), (b) Pursuant to the Amended and Restated Existing Assets Management Agreement dated September 30, 2001, under which Charlesbank serves as investment manager to Harvard and its affiliates, including Aeneas Venture Corporation ("Aeneas"), Charlesbank is the beneficial owner of 2,675,456 shares of Common Stock of the Issuer (approximately 11.5% of the shares of Common Stock based on the most recent filing of the Issuer with the SEC). The sole purpose of this filing is to reflect a decrease in the percentage of shares of Common Stock of the Issuer owned by Charlesbank.

Charlesbank has sole power to vote and sole power to dispose of such shares to which this Amendment relates.

(c) Between December 28, 2001 and January 2, 2002, and on behalf of Aeneas, Charlesbank bought and sold shares of Common Stock of the Issuer in open-market transactions on the New York Stock Exchange. The transaction dates, number of shares bought and sold and prices per share during that period are set forth on Exhibit A hereto.

(d) Not applicable.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit A -- Information concerning Charlesbank's Transactions on behalf of Aeneas for the period from December 28, 2001 to January 2, 2002.

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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 is true, complete and correct.

Dated: February 14, 2002

CHARLESBANK CAPITAL PARTNERS, LLC

By: /s/ Tami E. Nason, Esq.

Name: Tami E. Nason, Esq.
Title: Senior Vice President

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EXHIBIT INDEX

Exhibit Number	Description	Page Number In Sequentially Numbered Copy
A	Information Concerning Charlesbank's Transactions on behalf of Aeneas for the period from December 28, 2001 to January 2, 2002	6

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EXHIBIT A

Charlesbank's Transactions on behalf of Aeneas for December
28, 2001 to January 2, 2002

Date of Transaction	Shares of Common Stock Bought	Shares of Common Stock Sold	Price Per Share
12/28/01		45,000	\$26.5611
12/31/01		111,700	\$25.7515
1/2/02		11,500	\$25.9478

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