

Edgar Filing: FIVE STAR QUALITY CARE INC - Form SC 13G

FIVE STAR QUALITY CARE INC  
Form SC 13G  
July 25, 2002

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. )

FIVE STAR QUALITY CARE, INC.  
(Name of Issuer)

COMMON STOCK - \$0.01 PAR VALUE  
(Title of Class of Securities)

33832D 10 6  
(CUSIP Number)

JULY 15, 2002  
(Date of Event Which Requires Filing of This Statement)

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

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

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

SCHEDULE 13G

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CUSIP NO. 33832D 10 6  
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PAGE 2 OF 9 PAGES  
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-----  
1. NAME OF REPORTING PERSON  
Robert E. Robotti  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
-----

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [x]  
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-----  
3. SEC USE ONLY  
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-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
New York  
-----  
5. SOLE VOTING POWER  
-0-  
-----  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH  
6. SHARED VOTING POWER  
443,910  
-----  
7. SOLE DISPOSITIVE POWER  
-0-  
-----  
8. SHARED DISPOSITIVE POWER  
443,910  
-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORT PERSON  
443,910  
-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*  
-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
5.3%  
-----  
12. TYPE OF REPORTING PERSON\*  
  
IN  
-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT

SCHEDULE 13G

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CUSIP NO. 33832D 10 6  
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1. NAME OF REPORTING PERSON  
Robotti & Company, Incorporated  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
11-2627501  
-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [x]  
-----  
3. SEC USE ONLY  
-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
New York  
-----  
5. SOLE VOTING POWER  
-0-  
-----  
NUMBER OF  
SHARES  
BENEFICIALLY  
6. SHARED VOTING POWER  
276,910  
-----

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OWNED BY -----  
EACH 7. SOLE DISPOSITIVE POWER  
REPORTING -0-  
PERSON WITH -----  
8. SHARED DISPOSITIVE POWER  
276,910  
-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORT PERSON  
276,910  
-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*  
-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
3.3%  
-----  
12. TYPE OF REPORTING PERSON\*  
  
CO, BD, IA  
-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT  
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CUSIP NO. 33832D 10 6  
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1. NAME OF REPORTING PERSON  
The Ravenswood Investment Company, L.P.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
11-2474002  
-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [x]  
-----  
3. SEC USE ONLY  
-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----  
5. SOLE VOTING POWER  
-0-  
NUMBER OF  
SHARES 6. SHARED VOTING POWER  
BENEFICIALLY 167,000  
OWNED BY  
EACH 7. SOLE DISPOSITIVE POWER  
REPORTING -0-  
PERSON WITH -----  
8. SHARED DISPOSITIVE POWER  
167,000  
-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORT PERSON  
167,000  
-----

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
2.0%

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12. TYPE OF REPORTING PERSON\*

PN

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\*SEE INSTRUCTIONS BEFORE FILLING OUT

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SCHEDULE 13G

ITEM 1(a). NAME OF ISSUER.

Five Star Quality Care, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

400 Centre Street  
Newton, Massachusetts 02458

ITEM 2(A). NAME OF PERSONS FILING:

This statement is filed by:

- (i) Robert E. Robotti, a United States citizen ("Robotti");
- (ii) Robotti & Company, Incorporated, a New York corporation ("Robotti & Company"); and
- (iii) The Ravenswood Investment Company, L.P., a New York limited partnership ("Ravenswood")

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

c/o Robotti & Company, Incorporated  
52 Vanderbilt Avenue,  
Suite 503  
New York, New York 10017

ITEM 2(C). CITIZENSHIP:

See Item 2(a)

ITEM 2(D). TITLE OF CLASS OF SECURITIES:

Common Stock - \$0.01 par value

ITEM 2(E). CUSIP NUMBER:

33832D 10 6

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ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3 (a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1 (b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1 (b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1 (b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1 (b)(1)(ii)(J)

ITEM 4. OWNERSHIP:

- (a) Robert E. Robotti shares beneficial ownership of 443,910 shares of the Security through the following:
  - his ownership of Robotti & Company, a broker-dealer registered under Section 15 of the Securities Exchange Act of 1934 and an investment advisor in accordance with Rule 13d-1 (b)(1)(ii)(E), by virtue of the investment discretion Robotti & Company has over the accounts of its brokerage customers and advisory clients, which hold an aggregate of 266,910 shares of the Security; and
  - the IRA of his wife, Suzanne Robotti, which holds 10,000 shares of the Security with Robotti & Company; and
  - his position as General Partner of Ravenswood, which owns 167,000 shares of the Security.

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- (b) The amount of shares of the Security beneficially owned by Robert E. Robotti is 5.3% of the total outstanding shares of the Security.
- (c) (i) Mr. Robotti does not have the sole power to vote or direct the vote of any of the shares of the Security.  
  
(ii) Mr. Robotti shares the power to vote or direct the vote of the shares of the Security as follows:
  - he shares with Robotti & Company the power to vote or direct the vote of 266,910 shares of the Security; and
  - he shares with Suzanne Robotti the power to vote or direct the vote of 10,000 shares of the Security; and

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- he shares with the other General Partner of Ravenswood the power to vote or direct the vote of 167,000 shares of the Security.

(iii) Mr. Robotti does not have the sole power to dispose or to direct the disposition of any of the shares of the Security.

(iv) Mr. Robotti shares the power to dispose or to direct the disposition of the shares of the Security as follows:

- he shares with Robotti & Company the power to dispose or to direct the disposition of 266,910 shares of the Security; and
- he shares with Suzanne Robotti the power to dispose or to direct the disposition of 10,000 shares of the Security; and
- he shares with the other General Partner of Ravenswood the power to dispose or to direct the disposition of 167,000 shares of the Security.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not applicable.

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATIONS.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

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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: July 25,2002

By: /s/ Robert E. Robotti  
-----  
Name: Robert E. Robotti

Robotti & Company, Incorporated

By: /s/ Robert E. Robotti  
-----  
Name: Robert E. Robotti  
Title: President and Treasurer

The Ravenswood Investment Company, L.P.

By: /s/ Robert E. Robotti  
-----  
Robert E. Robotti  
Title: General Partner

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