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FINANCIAL FEDERAL CORP
Form SC 13G/A
February 14, 2002

OMB APPROVAL

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Financial Federal Corp.
(Name of Issuer)

Common Shares
(Title of Class of Securities)

317492106
(CUSIP Number)

December 31, 2001
(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-2(b)

* 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).

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1 NAME OF REPORTING PERSONS
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

RS Investment Management Co. LLC

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) / /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER -1,166,300-
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER -1,166,300-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-1,166,300-

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
7.0%

12 TYPE OF REPORTING PERSON (See Instructions)
OO, HC

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1 NAME OF REPORTING PERSONS
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

RS Investment Management, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) / /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER -956,200-

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REPORTING PERSON WITH

7	SOLE DISPOSITIVE POWER
	-0-

8	SHARED DISPOSITIVE POWER
	-956,200-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-956,200-

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
5.7%

12 TYPE OF REPORTING PERSON (See Instructions)
CO, IA

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1 NAME OF REPORTING PERSONS
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

RS Emerging Growth Fund

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) / /
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		-0-

	6	SHARED VOTING POWER
		-919,300-

	7	SOLE DISPOSITIVE POWER
		-0-

	8	SHARED DISPOSITIVE POWER
		-919,300-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-919,300-

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
5.5%

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12 TYPE OF REPORTING PERSON (See Instructions)
IV

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ITEM 1.

(a) The name of the issuer is Financial Federal Corp.

(b) The principal executive office of the Issuer is located at 733 Third Avenue, New York, NY 10017 .

ITEM 2.

(a-c) See Annex I for information on the persons filing this statement (collectively, the "Filers")

(d) This statement relates to shares of common stock of the Issuer (the "Stock").

(e) The CUSIP number of the Stock is 317492106

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ITEM 3. If this statement is filed pursuant to rule 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E).

(f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F).

(g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G)

(h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

(i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).

(j) Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

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ITEM 4. OWNERSHIP

See Items 5-9 and 11 on the cover page for each Filer.

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 person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following /___/.

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

The Filer is the parent company of registered investment advisers whose clients have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Stock. No individual client's holdings of the Stock, except the RS Emerging Growth Fund are more than five percent of the outstanding Stock.

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

RS Investment Management, L.P. (PN, IA)
RS Investment Management, Inc. (CO, IA)
RS Growth Group, LLC (OO, IA)

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

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.

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 8, 2002

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RS INVESTMENT MANAGEMENT CO. LLC
By: /s/ G. Randall Hecht
G. Randall Hecht
Chief Executive Officer

RS INVESTMENT MANAGEMENT, INC.
By: /s/ G. Randall Hecht
G. Randall Hecht
Chief Executive Officer

RS EMERGING GROWTH FUND
By: RS Investment Management, Inc.
Investment Adviser
By: /s/ G. Randall Hecht
G. Randall Hecht
Chief Executive Officer

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Annex I

The filers are:

- I. (a) RS Investment Management Co. LLC is a Delaware Limited Liability Company.
(b) holding company
- II. (a) RS Investment Management, Inc. is a Delaware Corporation.
(b) registered investment adviser
- III. (a) RS Emerging Growth Fund is a series of a Massachusetts Business Trust.
(b) investment company

order-right-width: 1; border-bottom-width: 1">3. Transaction Date (Month/Day/Year)3A. Deemed Execution Date, if any (Month/Day/Year)4. Transaction Code
(Instr. 8)5. Number of Derivative Securities Acquired (A) or Disposed of (D)
(Instr. 3, 4, and 5)6. Date Exercisable and Expiration Date
(Month/Day/Year)7. Title and Amount of Underlying Securities
(Instr. 3 and 4)8. Price of Derivative Security
(Instr. 5)9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)
(Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)
(Instr. 4)11. Nature of Indirect Beneficial Ownership
(Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares Employee Options (Right to Buy) \$
28.4203/05/2012 A 17,131 ⁽²⁾ 03/05/201203/05/2022 Common Stock 17,131 \$ 0 17,131 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Freund Lothar C/O KRATON PERFORMANCE POLYMERS 15710 JOHN F. KENNEDY BLVD, SUITE 300 HOUSTON, TX 77032			VP, Technology	

Signatures

/s/ Stephen W. Duffy as Attorney-in-Fact for Lothar Freund

03/07/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The award shall vest in full on the third anniversary of the grant date, March 5, 2012, subject to the executive's being employed by the company on the vesting date.
 - (2) The options shall vest with respect to one-third of the underlying common stock on each of the first three anniversaries of the grant date, March 5, 2012, subject to the executive's being employed by the company on the vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

	(EUR million) 2003	2002
-----	Sales revenue	95.1 115.4
-----	EBITDA	1.4 3.3
-----	Loss from operations	- 10.4 - 9.7
-----	Return on sales	- 10.9 % - 8.4 %
-----	-- Sales revenue at SGL Technologies	
amounted to EUR95 million, 18% less than previous year. Approximately two thirds of this decline is directly US		
dollar-related. SGL T generates about 60% of its sales in the US. Sales revenue was also impacted by the		
postponement of deliveries and projects from the third quarter to the fourth quarter. -- At EUR-10.4 million in Q1-Q3,		
the loss from operations increased slightly compared to the same period of the prior year (EUR-9.7 million).		
Additional start-up costs for orders from the aerospace and defense industry and qualification costs for projects from		
the automotive industry impacted earnings in Q3/2003. -- The postponed shipment of fibers for the aerospace industry		
and automobile brake discs will lead to an increase in sales revenue in Q4. Overall, we expect to generate positive		
results from operations in Q4/2003. Corporate Costs First Three Quarters First Three Quarters		
-----	(EUR million) 2003	2002
-----	Sales revenue	2.3 1.9
-----	Corporate costs(1)	- 15.8 - 16.8
-----	(1) Before antitrust charges -- At	
EUR-15.8 million, costs were within budget and slightly lower than the prior year (2002: EUR-16.8 million).		
Employees -- The number of Group employees decreased from 7,360 on December 31, 2002 to 6,966 on September		
30, 2003. Consolidated Income Statement (EUR million) First Three Quarters First Three Quarters		
-----	(unaudited) 2003 2002	
-----	Sales revenue	773.4 821.9
-----	Cost of sales	- 593.1 - 648.0
-----	Gross profit	180.3 173.9
-----	Selling, administration, research and other	
costs - 155.6 - 154.7	-----	Profit from operations
before antitrust charges and restructuring expenses 24.7 19.2	-----	Antitrust charges - 5.0 -
-----	Restructuring expenses	- 3.0 -
-----	Profit from operations	16.7 19.2
-----	Interest expense on loans	- 21.0 - 20.2
-----	Interest expense on pensions	- 7.6 - 7.8
-----	Imputed interest on antitrust liabilities	
(non-cash) - 4.7 1.8	-----	Other(1) - 6.5 4.0
-----	Net financing costs	- 39.8 - 22.2

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----- Loss before tax - 23.1 - 3.0
 ----- Income tax expense - 0.6 - 3.2
 ----- Net loss before minority interests - 23.7 -
 6.2 ----- Earnings per share (EUR; basic =
 diluted) - 1.07 - 0.30 ----- (1) Currency
 adjustment of antitrust liabilities classified to other net financing costs -- The interest expense on loans for the first
 nine months increased slightly year-on-year to EUR21 million; the average interest rate for the period was 4.8% (first
 nine months of 2002: 4.4%). The slight increase in interest expense and interest rate are due to the refinancing
 measures taken. -- The non-cash imputed interest on antitrust liabilities increased net financing costs by EUR-4.7
 million. In Q1-Q3/ 2002, the rescheduling of the US antitrust authorities' payment plan had led to a one-time
 improvement in net financing costs. -- The non-cash exchange rate effects from the translation of our US antitrust
 liabilities have been offset by associated currency hedges in the year to date. In the prior year, a positive effect on
 earnings of EUR3 million was disclosed. -- Costs incurred as part of refinancing are amortized over the lifetime of the
 syndicated loan. This led to a charge of EUR4.7 million in the first nine months of 2003. -- The tax expense in Q3 is a
 result of the non-tax-deductible cost of the increase in provisions of EUR5 million relating to antitrust proceedings. A
 further factor was the continued non-recognition of deferred tax assets on current losses for our companies in the US
 and in Great Britain. -- Earnings per share are calculated on the basis of an average of 22.1 million shares outstanding
 (2002: 21.8 million). Consolidated Balance Sheet (EUR million) Sept. 30, Dec. 31,

-----	(unaudited) 2003	2002
-----	Assets	
-----	Intangible assets	100 104
-----	Property, plant and equipment	423 477
-----	Long-term investments	34 33
-----	Noncurrent assets	557 614
-----	Inventories	288 288
-----	Trade receivables	211 208
-----	Other current assets	70 62
-----	Cash and cash equivalents	68 21
-----	Current assets	637 579
-----	Deferred tax assets	110 93
-----	Total assets	1,304 1,286
-----	Sept. 30, Dec. 31,	
-----	(unaudited) 2003 2002	
-----	Equity and liabilities	
-----	Equity	149 196
-----	Minority interests	1 1
-----	Provisions for pensions and other	
employee benefits 191 191	-----	Other
provisions 155 149	-----	Provisions 346 340
-----	Financial liabilities	527 448
-----	Trade payables	88 111
-----	Other liabilities	148 151
-----	Liabilities	763 710
-----	Deferred tax liabilities	45 39
-----	Total equity and liabilities	1,304 1,286
-----	-- Total assets rose by EUR18 million	

compared to December 31, 2002. This increase was largely due to a EUR47 million rise in cash and cash equivalents
 to EUR68 million on the balance sheet date. In addition, the recognition of deferred tax assets and the creation of
 prepaid expenses totaling EUR26 million increased total assets. In contrast, the translation of foreign currency items
 into euros as against December 31, 2002 led to a reduction of total assets of EUR-49 million. -- The decline in

noncurrent assets of EUR57 million was due to currency translation differences as well as to depreciation and amortization levels in excess of capital expenditure. -- Sales of receivables (December 31, 2002: EUR41 million) were completely discontinued. Receivables were down EUR33 million after adjustments for sales of receivables and currency effects. -- The equity ratio fell to 11% (December 31, 2002: 15%) as a result of the rise in total assets, the loss in Q3 and negative US dollar and Zloty exchange rate effects totaling EUR24 million. Consolidated Statement of Changes in Equity (EUR million) First Three Quarters First Three Quarters

	(unaudited) 2003	2002
Balance at January 1	196	255
Capital increase	1	1
Net result, net of minority interests	- 24	- 6
Currency exchange differences and other	- 24	- 30
Balance at September 30	149	220

Consolidated Cash Flow Statement(1)
(EUR million) First Three Quarters First Three Quarters

	(unaudited) 2003	2002
Profit from operations(2)	24.7	19.2
Depreciation and amortization	53.5	60.7
EBITDA(2)	78.2	79.9
Increase/decrease in working capital	- 47.3	74.4
Operational cash flow	30.9	154.3
Payments relating to antitrust proceedings	- 11.1	- 8.3
Other operating cash uses	- 42.0	- 54.5
Cash used in/provided by operating activities	- 22.2	91.5
Capital expenditures	- 29.4	- 32.1
Other investing activities	9.0	10.3
Cash used in investing activities	- 20.4	- 21.8
Cash provided by/used in financing activities	91.9	- 44.7
Effect of foreign exchange rate changes	- 2.5	- 1.7
Net increase in cash and cash equivalents	46.8	23.3
Cash and cash equivalents at January 1	21.5	12.1
Cash and cash equivalents at September 30	68.3	35.4

(1) Adjusted for exchange rate effects (2) Before antitrust charges and restructuring expenses -- Working capital (inventories plus trade receivables minus trade payables) increased by EUR47.3 million after adjustment for exchange rate effects. The main reason for this is the complete discontinuation of sales of receivables in the amount of EUR41.2 million. -- At EUR20.4 million, net cash used in investing activities was EUR33.1 million less than depreciation and amortization. In addition to investments of EUR29.4 million, cash inflows from the disposal of noncurrent assets and from companies no longer consolidated had a positive effect. SGL CARBON AG Head Office Investor Relations Rheingaustrasse 182 D-65203 Wiesbaden Phone +49 (611) 60 29-0 Fax +49 (611) 60 29-101 e-mail cpc@sglcarbon.de www.sglcarbon.com Important note: This document contains forward-looking statements. These statements reflect the current belief of SGL Carbon's management as well as assumptions made by, and information available to, the SGL Group. Actual future results and trends could differ materially from those set forth in these statements due to various factors. These factors include, among others, changes in economic, political, technical, business and competitive conditions; unforeseeable alterations in electric steel production; changes of interest and exchange rates; price developments; unanticipated developments relating to recently acquired businesses and Group companies; potential liability in connection with existing or future regulations; unforeseen difficulties relating to the investigations by the European antitrust authorities and to the completed investigation by the Canadian and U.S. antitrust authorities and the civil actions related thereto; and other risks and uncertainties, including those detailed in the Company's filings with the U.S. Securities and Exchange Commission. SGL Carbon does not intend to update these forward-looking statements, and does not assume any obligation to do so. Sales Revenue & Profit from

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Operations by Quarter (EUR million) 2002 2003

				First Three Sales Revenue Q1 Q2 Q3			
Q4	Full Year	Q1	Q2	Q3	Quarters		
127.2	139.6	135.5	148.4	550.7	134.5	143.1	136.4
195.9	44.9	44.1	42.2	131.2			
45.0	47.1	59.3	61.0	212.4	35.6	48.2	47.0
254.4	959.0	215.0	235.4	225.6	676.0		
36.4	40.2	38.8	35.0	150.4	34.9	31.9	28.3
268.1	254.6	773.4					

				2002 2003			
Q1	Q2	Q3	Q4	Full Year	Q1	Q2	Q3
51.9	12.2	21.3	14.2	47.7	11.7	12.3	18.1
4.8	5.0	1.4	1.1	5.3	1.9	1.9	0.0
11.6	15.3	18.8	12.9	58.6	11.7	22.5	16.7
11.7	1.9	3.5	5.0	10.4	4.6	2.3	2.8
6.0	5.9	4.9	1.5	18.3	4.7	6.1	5.0
1.0	7.1	11.1	9.4	28.6	5.1	12.9	6.7

				Before antitrust charges Consolidated Income Statements by Quarter (EUR million) 2002 2003			
Q3	Quarters	Q1	Q2	Q3	Q4	Year	Q1
283.8	290.4	1,112.3	250.7	268.1	254.6	773.4	261.0
-886.5	-193.7	-204.4	-195.0	-593.1			
49.6	53.6	51.5	42.5	197.2	51.9	50.8	52.9
28.6	5.1	12.9	6.7	24.7	1.0	7.1	11.1
-22.0	-22.0	-5.0	-5.0				
1.0	7.1	11.1	-20.9	-1.7	5.1	12.9	-1.3
25.5	-13.6	-12.6	-13.6	-39.8			
0.9	0.6	-2.1	-0.6				
-9.3	-2.2	5.3	-17.4	-23.6	-7.6	0.9	-17.0

(3) Before antitrust charges and restructuring expenses SIGNATURES Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. SGL CARBON Aktiengesellschaft Date: November 5, 2003 By: /s/ Robert J. Kohler Name:

Robert J. Koehler Title: Chairman of the Board of Management By: /s/ Dr. Bruno Toniolo -----
Name: Dr. Bruno Toniolo Title: Member of the Board of Management