

AMERICAN BILTRITE INC
Form SC 13D/A
June 17, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Amendment No. 13)*
Under the Securities Exchange Act of 1934

AMERICAN BILTRITE INC.
(Name of Issuer)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

024591109
(CUSIP Number)

Henry W. Winkleman, Esq.
c/o American Biltrite Inc.
57 River Street
Wellesley Hills, Massachusetts 02481
(781) 237-6655
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

With a copy to:
Louis A. Goodman, Esq.
Skadden, Arps, Slate, Meagher & Flom
LLP
One Beacon Street, 31st Floor
Boston, Massachusetts 02108
(617) 573-4800

May 22, 2009**
(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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.

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**Transactions which occurred subsequent to the filing of Amendment No. 12 to this Schedule 13D but earlier than May 22, 2009, are also reported herein.

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).

- 1 NAMES OF REPORTING PERSONS
Natalie S. Marcus
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP
(a) o
(b) p
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) o
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States
- | | | |
|---|-------------------------------|--|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH | 7

8

9

10 | SOLE VOTING POWER (See Item 5)
4,000

SHARED VOTING POWER (See Item 5)
144,000

SOLE DISPOSITIVE POWER (See Item 5)
4,000

SHARED DISPOSITIVE POWER (See Item 5)
144,000 |
|---|-------------------------------|--|
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
148,000
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Item 5) p
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.3%
- 14 TYPE OF REPORTING PERSON
IN

SCHEDULE 13D

CUSIP NO. 0245911091

1 NAMES OF REPORTING PERSONS

Richard G. Marcus

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7	SOLE VOTING POWER (See Item 5)	
NUMBER OF SHARES		725,121	
BENEFICIALLY	8	SHARED VOTING POWER (See Item 5)	
OWNED BY		144,000	
EACH	9	SOLE DISPOSITIVE POWER (See Item 5)	
REPORTING		725,121	
PERSON WITH	10	SHARED DISPOSITIVE POWER (See Item 5)	
		144,000	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
(See Item 5) 869,121

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Item 5)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
24.8%

14 TYPE OF REPORTING PERSON
IN

SCHEDULE 13D

CUSIP NO. 0245911091

1 NAMES OF REPORTING PERSONS

Roger S. Marcus

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7	SOLE VOTING POWER (See Item 5)	
NUMBER OF SHARES		710,520	
BENEFICIALLY	8	SHARED VOTING POWER (See Item 5)	
OWNED BY		144,000	
EACH	9	SOLE DISPOSITIVE POWER (See Item 5)	
REPORTING		710,520	
PERSON WITH	10	SHARED DISPOSITIVE POWER (See Item 5)	
		144,000	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
(See Item 5) 854,520

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Item 5)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
24.4%

14 TYPE OF REPORTING PERSON
IN

SCHEDULE 13D

CUSIP NO. 0245911091

1 NAMES OF REPORTING PERSONS

William M. Marcus

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7	SOLE VOTING POWER (See Item 5)	
NUMBER OF SHARES		353,734	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		0	
EACH	9	SOLE DISPOSITIVE POWER (See Item 5)	
REPORTING		353,734	
PERSON WITH	10	SHARED DISPOSITIVE POWER	
		0	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
(See Item 5) 353,734

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Item 5)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.1%

14 TYPE OF REPORTING PERSON
IN

Note:

This Amendment No. 13 amends a statement on Schedule 13D dated August 12, 1982 (the "Statement"), as amended by Amendment Nos. 1 through 12 thereto (the "Amendments"), filed on behalf of a group, within the meaning of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), comprised of Natalie S. Marcus, Richard G. Marcus, Roger S. Marcus, William M. Marcus and Cynthia S. Marcus (each of whom is referred to as a "Reporting Person"). The Reporting Persons have in the past taken, and may in the future take, actions which direct or cause the direction of the management of the Company (as defined below), and their voting of shares of the Common Stock (as defined below) in a manner consistent with each other. Accordingly, the Reporting Persons may be deemed to be acting together for the purpose of acquiring, holding, voting or disposing of shares of the Common Stock, within the meanings of Section 13(d)(3) of the Exchange Act and Rule 13d-5 under the Exchange Act. An Agreement to File Joint Statement on Schedule 13D among the Reporting Persons that the Statement was, and that the Amendments and this Amendment No. 13 would be, filed on behalf of each of them is annexed as Exhibit A to the Statement. The Reporting Persons have no express agreement to act together for the purpose of acquiring, holding, voting or disposing of shares, within the meanings of Section 13(d)(3) of the Exchange Act and Rule 13d-5 under the Exchange Act, of the Common Stock. In filing this Amendment No. 13 as a group, the Reporting Persons do not admit to being members of a group.

Transactions reported in this Amendment No. 13 are limited to transactions that have occurred since December 10, 1997 (the date of the last event disclosed in Amendment No. 12 to the Statement).

Item 1. Security and Issuer.

This Statement on Schedule 13D relates to the common stock, par value \$.01 per share (the "Common Stock"), of American Biltrite Inc., a Delaware corporation with its principal executive offices located at 57 River Street, Wellesley Hills, Massachusetts 02481 (the "Company").

Item 2. Identity and Background.

(a) The Reporting Persons are Natalie S. Marcus, Richard G. Marcus, Roger S. Marcus, William M. Marcus and Cynthia S. Marcus.

(b) The business or residence address of each of the Reporting Persons is set forth in Schedule I hereto and is incorporated by reference herein.

(c) The present principal occupation and related information concerning each Reporting Person is set forth in Schedule I and is incorporated by reference herein.