

PETMED EXPRESS INC
Form SC 13G/A
September 15, 2006

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

SCHEDULE 13G

(Rule 13d-102)
INFORMATION STATEMENT PURSUANT TO RULES 13d-1 and 13d-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)*

PETMED EXPRESS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

716382 10 6

(CUSIP Number)

September 6, 2006

(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-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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 the 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 PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Tricon Holdings LLC; I.R.S. Identification Number: 651055356

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(See Instructions) (b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Florida, United States

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED 0
BY EACH
REPORTING (7) SOLE DISPOSITIVE POWER
PERSON 0
WITH
(8) SHARED DISPOSITIVE POWER
0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0 shares of common stock

(10) CHECK BOX IF AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES* []

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0

(12) TYPE OF REPORTING PERSON*
OO (limited liability company)

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(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Creslin, Ltd.; I.R.S. Identification Number: not applicable

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(See Instructions) (b) [X]

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(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Isle of Man

(5) SOLE VOTING POWER
NUMBER OF SHARES 0

(6) SHARED VOTING POWER
BENEFICIALLY OWNED 0
BY EACH

(7) SOLE DISPOSITIVE POWER
REPORTING PERSON 0
WITH

(8) SHARED DISPOSITIVE POWER
0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

(10) CHECK BOX IF AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES* []

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0

(12) TYPE OF REPORTING PERSON*
PN

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ATTACHMENT

Item 1(a). Name of Issuer

Petmed Express, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices

1441 SW 29th Avenue, Pompano Beach, FL 33069

Item 2(a) and 2(b). Name of Person Filing and Address of
Principal Office

- (i) Tricon Holdings LLC, and
- (ii) Creslin Ltd.

This Schedule 13G is filed by and on behalf of (a) Tricon

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Holdings LLC ("Tricon"); and (b) Creslin Ltd. ("Creslin") with respect to shares of common stock, par value \$0.001 per share ("Common Stock"), of Petmed Express, Inc. (the "Company") that were owned of record by Tricon. Creslin is filing this Schedule 13G to report indirect beneficial ownership of shares of Common Stock (the "Shares") which were directly beneficially owned of record by Tricon. Creslin is the sole member of Tricon. By virtue of the foregoing relationship, Creslin may be deemed to share beneficial ownership of the Shares with Tricon.

Tricon and Creslin are hereinafter sometimes collectively referred to as the "Reporting Persons."

The business address of Tricon and Creslin is 1020 NW 163rd Drive, Miami, FL 33169

Item 2(c). Citizenship

Tricon is a Florida limited liability company
Creslin is an Isle of Man limited partnership

Item 2(d). Title of Class of Securities

Common Stock, \$.001 par value per share

Item 2(e). CUSIP No.

716382 10 6.

Item 3. If This Statement is Filed Pursuant to Rules 13d-1(b), or 13d-2(b), Check Whether the Person Filing Is a

- (a) Broker or Dealer registered under Section 15 of the Act
- (b) Bank as defined in Section 3(a)(6) of the Act

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- (c) Insurance Company as defined in Section 3(a)(19) of the Act
- (d) Investment Company registered under Section 8 of the Investment Company Act
- (e) Investment Adviser registered in accordance with Rule 13d-1(b)(1)(ii)(e)
- (f) Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F)
- (g) Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G) (Note: See Item 7)
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Investment Act

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- (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

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Tricon

- (a) Amount Beneficially Owned: 0
- (b) Percent of Class: 0
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote 0
 - (ii) Shared power to vote or to direct the vote 0
 - (iii) Sole power to dispose or to direct the disposition of 0
 - (iv) Shared power to dispose or to direct the disposition of 0

Creslin

- (a) Amount Beneficially Owned: 0
- (b) Percent of Class: 0
- (c) Number of shares as to which such person has:

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- (i) Sole power to vote or to direct the vote 0
- (ii) Shared power to vote or to direct the vote 0
- (v) Sole power to dispose or to direct the disposition of 0
- (vi) Shared power to dispose or to direct the disposition of 0

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: [X]

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Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Other than as set forth herein, no other person has the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, in excess of 5% of the total outstanding Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

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Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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 the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: September 8, 2006

Tricon Holdings LLC

/s/ Emel Yesil

Emel Yesil, Manager

Creslin Ltd.

/s/Robert Guest

Robert Guest

