

SOUND ADVICE INC
Form SC 13D
February 16, 2001

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SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D
(Rule 13d-101)

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

Sound Advice, Inc.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

836066100

(CUSIP Number)

Tweeter Home Entertainment Group, Inc.
10 Pequot Way
Canton, MA 02021
(781) 830-3000

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

February 9, 2001

(Date of Event which Requires Filing of this Statement)

(Continued on following pages)

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

Tweeter Home Entertainment Group, Inc.

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

3. SEC USE ONLY

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4. SOURCE OF FUNDS

WC

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

296,000

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

296,000

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

336,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

[]

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

8.48

14. TYPE OF REPORTING PERSON

CO

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Item1. SECURITY AND ISSUER.

The class of equity securities to which this statement on Schedule 13D (the "Statement") relates is the Common Stock, par value \$.01 per share (the "Common Stock"), of Sound Advice, Inc. (the "Company"), a Florida corporation. The principal executive offices of the Company are located at 1901 Tigertail Boulevard, Dania Beach, Florida 33004.

Item 2. IDENTITY AND BACKGROUND.

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This Statement is filed by Tweeter Home Entertainment Group, Inc., a Delaware corporation ("Tweeter"). Tweeter's principal business address and the address of its principal office are 10 Pequot Way, Canton, MA 02021. Tweeter is a specialty retailer of mid to high-end audio and video consumer electronics products.

The following information is being supplied for each of Tweeter's executive officers and directors:

| NAME AND POSITION | RESIDENCE OR BUSINESS ADDRESS | PRINCIPAL OCCUPATION OR EMPLOYMENT | PRINCIPAL BUSINESS AND ADDRESS OF ORGANIZATION IN WHICH SUCH EMPLOYMENT IS CONDUCTED |
|---------------------------------------------------------------|------------------------------------------------------------------------------|-------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Samuel Bloomberg, Director and Chairman of the Board | c/o Tweeter Home Entertainment Group 10 Pequot Way Canton, MA 02021 | Chairman of the Board of Tweeter | Address: 10 Pequot Way Canton, MA 02021 Principal Business: specialty retailer of mid to high-end audio and video consumer electronics products |

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| NAME AND POSITION | RESIDENCE OR BUSINESS ADDRESS | PRINCIPAL OCCUPATION OR EMPLOYMENT | PRINCIPAL BUSINESS AND ADDRESS OF ORGANIZATION IN WHICH SUCH EMPLOYMENT IS CONDUCTED |
|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Jeffrey Stone, Director, President and Chief Executive Officer | c/o Tweeter Home Entertainment Group 10 Pequot Way Canton, MA 02021 | President and Chief Executive Officer of Tweeter | Address: 10 Pequot Way Canton, MA 02021 Principal Business: specialty retailer of mid to high-end audio and video consumer electronics products |
| Joseph McGuire, Vice President, Chief Financial Officer and Chief Information Officer | c/o Tweeter Home Entertainment Group 10 Pequot Way Canton, MA 02021 | Vice President, Chief Financial Officer and Chief Information Officer of Tweeter | Address: 10 Pequot Way Canton, MA 02021 Principal Business: specialty retailer of mid to high-end audio and video consumer |

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Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Tweeter acquired 137,000 shares of Common Stock between March 1998 and February 1999 for an aggregate cost of \$349,086 and 159,000 shares of Common Stock during January 2001 and February 2001 for an aggregate cost of \$1,429,681.

Tweeter funded each of these purchases from working capital.

Samuel and Carolina Bloomberg acquired 10,000 shares of Common Stock between November 1997 and January 1998 for an aggregate cost of \$16,049. These purchases were made with existing cash.

The Samuel Bloomberg Family Trusts acquired 30,000 shares of Common Stock in January 1998 and February 1998 for an aggregate cost of \$38,938. The trusts made these purchases with existing cash.

Item 4. PURPOSE OF THE TRANSACTION.

Tweeter purchased the Common Stock for investment purposes. Tweeter, together with Samuel and Carolina Bloomberg and the Samuel Bloomberg Family Trusts, has beneficially owned 4.5% of the outstanding securities of Sound Advice for some time, and felt that current industry dynamics warranted an increase in that position. Tweeter may seek to increase this equity position in the future. Tweeter has in the past discussed, and may in the future discuss, the possibility of Sound Advice merging with Tweeter. Tweeter currently does not have any definitive plans or proposals relating to an acquisition of Sound Advice.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

- (a) Tweeter is the beneficial owner of an aggregate of 336,000 shares of Common Stock, which represents 8.48% of the 3,961,245 shares of Common Stock outstanding as of December 8, 2000 as reported by Sound Advice. This number includes 10,000 shares held by Samuel and Carolina Bloomberg and 30,000 shares held by the Samuel Bloomberg Family Trusts for the benefit of Mr. Bloomberg's children. Mr. Bloomberg disclaims beneficial ownership of the shares held by the Samuel Bloomberg Family Trusts. The aggregate of 40,000 shares of Common Stock held by Samuel and Carolina Bloomberg and the Samuel Bloomberg Family Trusts represents 1% of the shares outstanding as of December 8, 2000 as reported by Sound Advice.
- (b) Tweeter has the sole power to vote and sole power to dispose of 296,000 shares of Common Stock. Tweeter does not share the power to vote or dispose of such shares with any other entity or individual.

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Samuel Bloomberg shares with Carolina Bloomberg the power to vote and dispose of the 10,000 shares of Common Stock he holds with Ms. Bloomberg.

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(c) Tweeter has effected the following transactions in the Common Stock during the past 60 days:

| Purchases | | | |
|-----------|-------------|-------------|----------------|
| Date | # of Shares | Share Price | Total Purchase |
| 1/23/01 | 2,500 | 6.58750 | 16,469 |
| 1/24/01 | 2,500 | 6.87500 | 17,188 |
| 1/25/01 | 2,000 | 7.00000 | 14,000 |
| 1/26/01 | 2,500 | 7.00000 | 17,500 |
| 2/6/01 | 10,000 | 8.25000 | 82,500 |
| 2/7/01 | 5,000 | 8.25000 | 41,250 |
| 2/9/01 | 50,000 | 8.76250 | 438,125 |
| 2/12/01 | 22,500 | 8.90500 | 200,363 |
| 2/13/01 | 10,500 | 9.00000 | 94,500 |
| 2/14/01 | 14,500 | 8.99350 | 130,406 |
| 2/15/01 | 7,000 | 9.75000 | 68,250 |
| 2/15/01 | 2,000 | 9.31250 | 18,625 |
| 2/15/01 | 4,500 | 9.43750 | 42,469 |
| 2/15/01 | 2,000 | 9.50000 | 19,000 |
| 2/15/01 | 3,000 | 9.75000 | 29,250 |
| 2/15/01 | 6,000 | 9.93750 | 59,625 |
| 2/15/01 | 6,000 | 9.90625 | 59,438 |
| 2/16/01 | 5,000 | 9.625 | 48,125 |
| 2/16/01 | 5,000 | 9.625 | 48,125 |
| 2/16/01 | 5,000 | 9.9375 | 49,688 |
| 2/16/01 | 2,000 | 10.000 | 20,000 |

| Sales | | | |
|--------|-------------|-------------|----------------|
| Date | # of Shares | Share Price | Total Purchase |
| 2/5/01 | 10,500 | 8.11550 | 85,213 |

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(d) Not applicable.

(e) Not applicable.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Not applicable

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

Not applicable

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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: February 16, 2001

Tweeter Home Entertainment Group, Inc.

By: /s/ Joseph McGuire

Name: Joseph McGuire

Title: Chief Financial Officer