

Edgar Filing: TWEEN BRANDS, INC. - Form SC 13G

TWEEN BRANDS, INC.
Form SC 13G
February 14, 2007

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. _____) *

TWEEN BRANDS, INC.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

901166108
(CUSIP Number)

December 31, 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 in 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).

CUSIP No. 901166108

1. Name of Reporting Person: Buckingham Capital Management Incorporated.
IRS Identification No. of above person: 13-3276152
2. Check the Appropriate Box if a Member of a Group*:
3. SEC Use Only
4. Citizenship or Place of Organization: Delaware
5. Sole Voting Power: 1,619,800
Number of Shares Beneficially Owned

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By Each Reporting
Person With

6. Shared Voting Power: 0

7. Sole Dispositive Power: 1,619,800

8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 1,619,800

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares:*

11. Percent of Class Represented by Amount in Row (11): 5.07%

12. Type of Reporting Person*: IA

Schedule 13G of Buckingham Capital Management Incorporated with respect to the Class A common stock (the "Common Shares") of TWEEN BRANDS, INC. (the "Company").

Item 1(a) Name of Issuer: TWEEN BRANDS, INC.

Item 1(b) Address of Issuer's Principal Executive Offices:
8323 WALTON PARKWAY, NEW ALBANY OH 43054

Item 2(a) Name of Person Filing:
Buckingham Capital Management Incorporated

Item 2(b) Address of Principal Business Office or, if none,
Residence: 750 Third Avenue, Sixth Floor,
New York, NY 10017

Item 2(c) Citizenship:
Buckingham Capital Management Incorporated is a
Delaware corporation

Item 2(d) Title of Class of Securities: Common Stock

Item 2(e) CUSIP Number: 901166108

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 Rule
240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in
accordance with Rule 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in
accordance with Rule 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations ad 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);

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

Item 4 Ownership

(a) Amount Beneficially Owned: 1,619,800

(b) Percent of class: 5.07% (based on the 31,968,000 Common
Shares reported to be outstanding on Bloomberg as of 12/31/06).

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 1,619,800

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of:
1,619,800

(iv) Shared power to dispose or to direct the disposition of: 0

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: Not applicable.

Item 8 Identification and Classification of Members of the Group:
Not applicable.

Item 9 Notice of Dissolution of Group: Not applicable.

Item 10 Certification (if filing pursuant to Rule 240.13d-1(c)):

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 my knowledge and belief, I
certify that the information set forth in this statement is true, complete and
correct.

Dated: February 14, 2007

BUCKINGHAM CAPITAL MANAGEMENT, INC.

By: /s/ David B. Keidan
David B. Keidan, President

