

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **1996-08-26**
SEC Accession No. 0000950117-96-001003

(HTML Version on secdatabase.com)

SUBJECT COMPANY

BARRINGER LABORATORIES INC

CIK: **859463** | IRS No.: **840951626** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-40699** | Film No.: **96620782**
SIC: **8734** Testing laboratories

Business Address
15000 WEST 6TH AVE
STE 300
GOLDEN CO 80401
3032771687

FILED BY

HOLMES JOHN P III ET AL

CIK: **1015252**
Type: **SC 13D/A**

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18 KINGS HIGHWAY NORTH
WESTPORT CT 06880

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18 KINGS HIGHWAY NORTH
WESTPORT CT 06880
2032273392

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No.1)

Barringer Laboratories, Inc.

(Name of Issuer)

Common Stock, Par Value \$.01 Per Share

(Title of Class of Securities)

068508100

(CUSIP Number)

William R. Collins, Esq.
Howard, Darby & Levin

1330 Avenue of the Americas
New York, New York 10019

(212) 841-1000

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

August 21, 1996

(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 Rule 13d-1(b)(3) or (4), check the following box [].

Check the following box if a fee is being paid with the Statement [].

Page 1 of 8 Pages

<TABLE>
<CAPTION>

CUSIP No. 068508100

13D

Page 2 of 8 Pages

<S> <C>

<C>

1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

John P. Holmes, III

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []

(b) [X]

3 SEC Use Only

4 Sources of Funds (See Instructions)
PF

5 Check Box if Disclosure of Legal Proceedings is Required Pursuant
to Item 2(d) or 2(e) []

6 Citizenship or Place of Organization
United States of America

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<S>	<C>	<C>
Number of Shares	7	Sole Voting Power 180,441
Beneficially Owned by	8	Shared Voting Power 0
Each Reporting Person With	9	Sole Dispositive Power 180,441
	10	Shared Dispositive Power 0

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<S>	<C>	<C>
11	Aggregate Amount Beneficially Owned by Each Reporting Person 180,441	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	[X]
13	Percent of Class Represented by Amount in Row (11) 10.9%	
14	Type of Reporting Person (See Instructions) IN	

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CUSIP No. 068508100	13D	Page 3 of 8 Pages
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<S>	<C>	<C>
1	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person J. Francis Lavelle	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	(a) [] (b) [X]
3	SEC Use Only	
4	Sources of Funds (See Instructions) PF	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)	[]

6 Citizenship or Place of Organization
United States of America

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<S>	<C>	<C>
Number of Shares	7	Sole Voting Power 176,441
Beneficially Owned by	8	Shared Voting Power 0
Each Reporting Person With	9	Sole Dispositive Power 176,441
	10	Shared Dispositive Power 0

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12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	[X]
13	Percent of Class Represented by Amount in Row (11) 10.7%	
14	Type of Reporting Person (See Instructions) IN	

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CUSIP No. 068508100 13D Page 4 of 8 Pages

<S>

<C>

<C>

1	Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person Thomas A. Dippel	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	(a) [] (b) [X]
3	SEC Use Only	
4	Sources of Funds (See Instructions) PF	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)	[]
6	Citizenship or Place of Organization United States of America	

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<S>

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Number of Shares	7	Sole Voting Power 19,499
Beneficially Owned by	8	Shared Voting Power 0
Each Reporting Person With	9	Sole Dispositive Power 19,499
	10	Shared Dispositive Power 0

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11	Aggregate Amount Beneficially Owned by Each Reporting Person 19,499	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	[X]
13	Percent of Class Represented by Amount in Row (11) 1.2%	
14	Type of Reporting Person (See Instructions) IN	

</TABLE>

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This Amendment No. 1 amends and supplements the Statement on Schedule 13D, originally filed with the Securities and Exchange Commission on May 23, 1996 (the "Schedule 13D"), by John P. Holmes, III ("JPH"), J. Francis Lavelle ("JFL") and Thomas A. Dippel ("TAD" and, together with JPH and JFL, the "Reporting Persons"). Capitalized terms not defined herein have the meanings assigned thereto in the Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND.

Item 2 of the Schedule 13D is hereby supplemented as follows:

JFL became a director of the Issuer on July 12, 1996.

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

Item 3 of the Schedule 13D is hereby supplemented as follows:

The aggregate purchase price for 50,000 of the 54,006 additional Shares acquired by JPH, including payment of commissions, was \$60,676. The purchase of these Shares was funded from cash available to JPH. JPH acquired beneficial ownership of the other 4,006 Shares pursuant to the issuance by the Issuer to JPH of the warrant described in Item 6.

The aggregate purchase price for 46,000 of the 50,006 additional Shares acquired by JFL, including payment of commissions, was \$55,472. The purchase of these Shares was funded from cash available to JFL. JFL acquired beneficial ownership of the other 4,006 Shares pursuant to the issuance by the Issuer to JFL of the warrant described in Item 6.

The aggregate purchase price for 9,000 of the 9,322 additional Shares acquired by TAD, including payment of commissions, was \$11,241. The purchase of these Shares was funded from cash available to TAD. TAD acquired beneficial ownership of the other 322 Shares pursuant to the issuance by the Issuer to TAD of the warrant described in Item 6.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 of the Schedule 13D is hereby amended in its entirety to read as follows:

(a) The following table sets forth information with respect to the Shares beneficially owned by each Reporting Person as of the close of business on August 23, 1996:

<TABLE>
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Name	Number of Shares	Approximate Percentage of Outstanding Shares (1)
<S>	<C>	<C>
JPH	180,441 (2) (3)	10.9%
JFL	176,441 (2) (4)	10.7%
TAD	19,499 (2) (5)	1.2%

</TABLE>

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- (1) Computed on the basis of 1,652,016 Shares outstanding as of June 30, 1996 as specified in the Issuer's Quarterly Report on Form 10-QSB for the quarter ended June 30, 1996.
- (2) The Reporting Persons may be deemed to be a "group" within the meaning of Rule 13d-5 promulgated under the Exchange Act, by virtue of an understanding between them to act together from time to time for the purpose of acquiring holding, voting, or disposing of Shares. Thus, pursuant to Rule 13d-5, each Reporting Person may be deemed to beneficially own all Shares beneficially owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares.
- (3) Includes 30,441 Shares that JPH has the right to acquire upon exercise of the warrants described in Item 6. Excludes 4,006 Shares issuable upon exercise of warrants that the Issuer has agreed to issue to JPH within 60 days of this Statement as described in Item 6.
- (4) Includes 30,441 Shares that JPL has the right to acquire upon exercise of the warrants described in Item 6. Excludes 4,006 Shares issuable upon exercise of warrants that the Issuer has agreed to issue to JFL within 60 days of this Statement as described in Item 6.
- (5) Includes 2,452 Shares that TAD has the right to acquire upon exercise of the warrants described in Item 6. Excludes 322 Shares issuable upon exercise of warrants that the Issuer has agreed to issue to TAD within 60 days of this Statement as described in Item 6.

(b) JPH has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 150,000 Shares that he beneficially owns. Upon exercise of the warrants described in Item 6, JPH will have sole power to vote or to direct the vote or to dispose or to direct the disposition of the other 30,441 Shares that he beneficially owns.

JFL has the sole power to vote or to direct the vote or to dispose or to direct the disposition of 146,000 Shares that he beneficially owns. Upon exercise in whole of the warrants described in Item 6, JFL will have

sole power to vote or to direct the vote or to dispose or to direct the disposition of the other 30,441 Shares that he beneficially owns.

TAD has the sole power to vote or to direct the vote or to dispose or to direct the disposition of 17,047 Shares that he beneficially owns. Upon exercise in whole of the warrants described in Item 6, TAD will have sole power to vote or to direct the vote or to dispose or to direct the disposition of the other 2,452 Shares that he beneficially owns.

(c) The following table sets forth the transactions with respect to Shares effected during the past sixty days by each of the Reporting Persons. The transactions set forth below were market purchases effected in the over-the-counter market.

<TABLE>
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Trade Date	Purchase (P) or Sale (S)	Price Per Share (\$)	JPH Shares	JFL Shares	TAD Shares
<S>	<C>	<C>	<C>	<C>	<C>
8/21/96	P	1.175	25,000	--	--
8/21/96	P	1.17	15,000	--	--
8/21/96	P	1.1875	--	45,000	8,000
8/21/96	P	1.3125	6,000	--	--
8/21/96	P	1.4375	2,000	--	--
8/21/96	P	1.50	2,000	--	--
8/22/96	P	1.50	--	1,000	500
8/22/96	P	1.5625	--	--	500

</TABLE>

In June and July 1996, the Issuer issued to JPH, JFL and TAD additional warrants to purchase an aggregate of 4,006, 4,006 and 322 Shares, respectively, as described in Item 6.

(d) No other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any Shares which the Reporting Persons may be deemed to beneficially own, other than 10,000 Shares beneficially owned by JPH with respect to which JPH's daughters share with JPH the right to receive dividends and sale proceeds.

(e) Not applicable.

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

Item 6 of the Schedule 13D is hereby supplemented as follows:

Pursuant to the Issuer Letter, in June and July, 1996, the Issuer issued to JPH, JFL and TAD additional warrants in substantially the same form as the JPH Warrant, the JFL Warrant and the TAD Warrant to purchase an aggregate of 4,006, 4,006 and 322 Shares, respectively, at a price of \$1.06 per share.

SIGNATURES

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 26, 1996

/s/ John P. Holmes, III

John P. Holmes, III

/s/ J. Francis Lavelle

J. Francis Lavelle

/s/ Thomas A. Dippel

Thomas A. Dippel