

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **1994-02-10**
SEC Accession No. **0000950124-94-000262**

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SUBJECT COMPANY

ARBOR DRUGS INC

CIK: **791048** | IRS No.: **382054345** | State of Incorpor.: **MI** | Fiscal Year End: **0731**
Type: **SC 13G/A** | Act: **34** | File No.: **005-37998** | Film No.: **94505895**
SIC: **5912** Drug stores and proprietary stores

Business Address
3331 W BIG BEAVER
TROY MI 48007-2510
3136439420

FILED BY

APPLEBAUM EUGENE

CIK: **903042** | State of Incorpor.: **MI** | Fiscal Year End: **1231**
Type: **SC 13G/A**

Business Address
3331 WEST BIG BEAVER
ROAD
TROY MI 48084
8106439420

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 6) *

ARBOR DRUGS, INC.
(Name of Issuer)

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

038760 10 4
(CUSIP Number)

Check the following box if a fee is being paid with this statement []. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*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).

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CUSIP No. 038760 10 4

13G

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1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Eugene Applebaum
SS# ###-##-####

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF	5	SOLE VOTING POWER
SHARES		4,678,309

BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		200,000
EACH		

REPORTING	7	SOLE DISPOSITIVE POWER
PERSON		4,678,309
WITH		

8	SHARED DISPOSITIVE POWER
	200,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,878,309

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

See Item 6.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
30.11%

12 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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ITEM 1. NAME OF ISSUER AND ADDRESS

(a) Name of Issuer:

Arbor Drugs, Inc.

(b) Address of Issuer's Principal Executive Offices:

3331 West Big Beaver Road
Troy, Michigan 48007-2510

ITEM 2. IDENTITY OF PERSON FILING

(a) Name of Person Filing:

Eugene Applebaum

(b) Address of Principal Business Office, or if none, Residence:

3331 West Big Beaver Road
Troy, Michigan 48007-2510

(c) Citizenship:

United States of America

(d) Title of Class of Securities:

Common Stock, \$0.01 Par Value

(e) CUSIP Number:

038760 10 4

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 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
- (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 under section 203 of the Investment Advisers Act of 1940
- (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 Section 240.13d-1(b)(1)(ii)(F)
- (g) Parent Holding Company, in accordance with Section 240.13d-1(b)(ii)(G) (Note: See Item 7)
- (h) Group, in accordance with Section 240.13d-1(b)(1)(ii)(H)

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ITEM 4. OWNERSHIP

(a) Amount Beneficially Owned:

4,878,309

(b) Percent of Class:

30.11%

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

(i) sole power to vote or to direct the vote

4,678,309

(ii) shared power to vote or to direct the vote

200,000

(iii) sole power to dispose or to direct the disposition of

4,678,309

(iv) shared power to dispose or to direct the disposition of

200,000

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 a beneficial owner of more than five percent of the class of securities, check the following [].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Pursuant to separate agreements, Eugene Applebaum had the right to vote the shares of Arbor Drugs, Inc. Common Stock owned by Markus M. Ernst and by Mr. Applebaum's wife, Marcia Applebaum. Although the voting right provisions of such agreements terminated in April 1993, Mr. Applebaum retains rights of first refusal with respect to certain sales of such shares. Notwithstanding such rights of first refusal, each of Mr. Ernst and Mrs. Applebaum have the right to receive and the power to direct receipt of dividends from, and the proceeds from the sale of, their respective shares. As of December 31, 1993, the shares to which Mr. Applebaum had rights of first refusal pursuant to the foregoing agreements consisted of 885,825 shares owned by Mr. Ernst (5.47% of the outstanding Common Stock of Arbor Drugs, Inc.) and 78,750 shares owned by Mrs. Applebaum. Mr. Applebaum disclaims any beneficial ownership in such shares.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

N/A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

N/A

ITEM 10. CERTIFICATION

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.

January 25, 1994

Date

/s/ Eugene Applebaum

Signature

Eugene Applebaum

Name/Title

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The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Six copies of this statement, including all exhibits, should be filed with the Commission.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)

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