

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D

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

Filing Date: **1998-01-05**
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SUBJECT COMPANY

QUESTRON TECHNOLOGY INC

CIK: **732152** | IRS No.: **232257354** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **SC 13D** | Act: **34** | File No.: **005-36323** | Film No.: **98500936**
SIC: **8111** Legal services

Mailing Address
*6400 CONGRESS AVENUE
SUITE 200
BOCA RATON FL 33487*

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FILED BY

BASTIAN TERRY

CIK: **1052180**
Type: **SC 13D**

Mailing Address
*CALIFORNIA FASTENERS
INC
7076 CONWAY CT
SAN DIEGO CA 92111*

Business Address
*CALIFORNIA FASTENERS INC
7076 CONWAY COURT
SAN DIEGO CA 92111*

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

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

QUESTRON TECHNOLOGY, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$.001 PER SHARE

(Title of Class of Securities)

748372-208

(CUSIP Number)

Terry Bastian
California Fasteners, Inc.
7076 Convoy Court
San Diego, CA 92111
(619) 694-0200

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

September 22, 1997

(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 [].

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*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

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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CUSIP No. 748372 20 8

1) Name of Reporting Person: Terry Bastian
S.S. or I.R.S. Identification No. of Above Person

2) Check the Appropriate Box if a Member of a Group (a) []
(b) []

3) SEC Use Only

4) Source of Funds 00

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

6) Citizenship or Place of Organization: U.S.A.

Number of 7) Sole Voting Power: 114,041 shares of Common Stock. (Includes
Shares 30,234 shares subject to a Serial Put Agreement dated
Beneficially September 22, 1997, whereby Mr. Bastian has the option to
Owned by put the shares back to the Company on a monthly basis
Each during the five year period following September 22, 1997 for
Reporting a price of \$6.275 per share.)
Person

With 8) Shared Voting Power:

9) Sole Dispositive Power: 114,041 shares of Common Stock.
(Includes 30,234 shares subject to a Serial Put Agreement
dated September 22, 1997, whereby Mr. Bastian has the option

to put the shares back to the Company on a monthly basis during the five year period following September 22, 1997 for a price of \$6.275 per share.)

10) Shared Dispositive Power:

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

114,041 shares of Common Stock. (Includes 30,234 shares subject to a Serial Put Agreement dated September 22, 1997, whereby Mr. Bastian has the option to put the shares back to the Company on a monthly basis during the five year period following September 22, 1997 for a price of \$6.275 per share.)

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

[]

13) Percent of Class Represented by Amount in Row (11):

5.40% of Common Stock, based on 2,110,590 shares of Common Stock outstanding at November 20, 1997. See response to Item 5 herein.

14) Type of Reporting Person IN

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ITEM 1. SECURITY AND ISSUER.

This statement relates to shares of Common Stock (par value \$.001 per share) of Questron Technology, Inc., a Delaware corporation (sometimes hereinafter in this Schedule 13D referred to as the "Issuer" or the "Company"), having its principal executive offices at 6400 Congress Avenue, Suite 200A, Boca Raton, Florida 33487.

ITEM 2. IDENTITY AND BACKGROUND.

I. Individual Securityholder

(a) This statement is being filed by Terry Bastian.

- (b) Mr. Bastian's business address is California Fasteners, Inc., 7076 Convoy Court, San Diego, CA 92111.
- (c) Mr. Bastian's principal occupation is as the General Manager of the San Diego Branch and Purchasing Manager of California Fasteners, Inc., a California corporation ("Calfast"). Calfast is a distributor of fasteners and related products sold to electronic equipment manufacturers with offices located at 5310 E. Hunter Avenue, Anaheim, CA 92817-8328. Calfast was acquired by the Company on September 22, 1997.
- (d) During the last five (5) years, Mr. Bastian has not been convicted in a criminal proceeding.
- (e) During the last five (5) years, Mr. Bastian has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and is not subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Mr. Bastian is a citizen of the United States of America.

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

The 114,041 shares which are the subject of this Schedule 13D were acquired pursuant to a Stock Purchase Agreement dated as of August 29, 1997, by and among Questron Technology, Inc. and the shareholders of California Fasteners, Inc. See response to Item 6 herein.

ITEM 4. PURPOSE OF TRANSACTION.

The shares of Common Stock of the Company (Questron Technology, Inc.) referenced herein were acquired for investment purposes.

30,234 of the shares referenced herein are subject to a Serial Put Agreement as described in Item 6 hereof. These 30,234 shares are the subject of a Registration Statement on Form S-3 (No. 333-40835) filed with the Securities and Exchange Commission on November 21, 1997.

While the Reporting Person has no present plans or proposals which relate to or would result in the acquisition or disposition by him of securities of the Issuer, except as set forth in the immediately preceding paragraphs, the investments in the Issuer by the Reporting Person will be periodically reviewed and at any time the amount of such investments may be increased or decreased. Except as may otherwise be set forth herein, the Reporting Person does not at the present time have any plans or proposals which relate to or would result in:

- (1) The acquisition by him of additional securities of the Issuer, or the disposition of securities of the Issuer;
- (2) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (3) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- (4) Any change in the present Board of Directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the Board;
- (5) Any material change in the present capitalization or dividend policy of the Issuer;
- (6) Any other material change in the Issuer's business or corporate structure;
- (7) Changes in the Issuer's articles of incorporation, by-laws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- (8) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (9) A class of equity securities of the issuer becoming eligible for termination of registration pursuant to Section 12(g) (4) of the Securities Exchange Act of 1934; or
- (10) Any action similar to any of those enumerated above.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) and (b)

As of the date hereof, Terry Bastian is the record and beneficial owner of 114,041 shares of Common Stock (par value \$.001 per share) of the Issuer, over which he has sole voting power and sole power to dispose of such shares. This number includes 30,234 shares subject to a Serial Put Agreement dated September 22, 1997, whereby Mr. Bastian has the option to put the shares back to

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the Company on a monthly basis during the five year period following September 22, 1997 for a price of \$6.275 per share. Said 114,041 shares represent 5.40% of the outstanding shares of such Common Stock of the Issuer, based on 2,110,590 shares outstanding at November 20, 1997.

(c) Other than the transactions described herein, Mr. Bastian has not effected any transaction in the securities of the Issuer during the past sixty (60) days.

(d) Not applicable.

(e) Not applicable.

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

Pursuant to a Stock Purchase Agreement dated as of August 29, 1997, by and among Questron Technology, Inc. (the "Company") and Douglas D. Zadow and Terry Bastian, the shareholders of California Fasteners, Inc. ("Calfast"), the Company acquired 100% of the issued and outstanding capital stock of Calfast for a total of \$10,634,441, consisting of \$6,594,441 in cash, the assumption of \$1,058,712 in net debt and the issuance of 475,106 shares of common stock of the Company, valued at \$2,981,288, of which Mr. Bastian was issued 114,041 shares. Subject to the terms of the Stock Purchase Agreement and a Serial Put Agreement dated September 22, 1997, Mr. Bastian was granted the option to sell 30,234 of such shares back to the Company on a monthly basis in the following manner: (i) for each of the seven months during the period October 1997 through April 1998, 2,131 shares per month (valued at \$6.275 per share) and (ii) for each of the 53 months during the period May 1998 through September 2002, 289 shares per month (valued at \$6.275 per share). In addition, the consideration

is subject to adjustment based upon certain operating performance targets for the years ending December 31, 1997 and 1998.

Pursuant to an Employment Agreement dated September 22, 1997, between the Company and Terry Bastian, the Company has agreed to employ, and Mr. Bastian has agreed to serve, as the General Manager of the San Diego Branch and Purchasing Manager of Calfast for a period of five (5) years unless terminated pursuant to the terms of said agreement. The Employment Agreement provides for an annual salary and bonuses and stock options based upon established incentive targets.

Except as set forth in this Schedule, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between the undersigned and any other person with respect to any securities of the Company, including but not limited to transfer or voting of any such securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholdings of proxies. None of the shares of Common Stock reported herein as beneficially owned by the undersigned are pledged or otherwise subject to a contingency the occurrence of which would give another person voting or investment power over such securities.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit Number	Document
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1	Stock Purchase Agreement dated as of August 29, 1997, by and among the Company and Doug Zadow and Terry Bastian, incorporated by reference to Exhibit 2.0 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 7, 1997 (File No. 000-13324)
2	Serial Put Agreement entered into as of September 22, 1997, between the Company and Doug Zadow and Terry Bastian, incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 7, 1997 (File No. 000-13324)

SIGNATURE

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

Dated: December 18, 1997

/s/ Terry Bastian

Terry Bastian

EXHIBIT INDEX

Exhibit Number -----	Document -----	Page Number Herein -----
1	Stock Purchase Agreement dated as of August 29, 1997, by and among the Company and the Shareholders of California Fasteners, Inc., incorporated by reference to Exhibit 2.0 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 7, 1997 (File No. 000-13324)	
2	Serial Put Agreement entered into as of September 22, 1997, between the Company and Doug Zadow and Terry Bastian, incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 7, 1997 (File No. 000-13324)	