

# 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: **1994-01-11**  
SEC Accession No. **0000950116-94-000002**

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### **ARA GROUP INC**

CIK: **757523** | IRS No.: **232319139** | State of Incorpor.: **DE** | Fiscal Year End: **0930**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-42118** | Film No.: **94500972**  
SIC: **5812** Eating places

Business Address  
*THE ARA TOWER  
1101 MARKET ST  
PHILADELPHIA PA 19107  
2152383000*

### FILED BY

#### **NEUBAUER JOSEPH**

CIK: **905129** | State of Incorpor.: **PA** | Fiscal Year End: **1231**  
Type: **SC 13D/A**

Business Address  
*THE ARA GROUP INC  
1101 MARKET STREET  
PHILADELPHIA PA 19107  
2152383000*

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 2 )\*

The ARA Group, Inc.  
(Name of Issuer)

Common Stock, Class B, \$.01 Par Value Per Share  
(Title of Class of Securities)

None  
(CUSIP Number)

Martin W. Spector, General Counsel  
The ARA Group, Inc., 1101 Market Street, Philadelphia, PA 19107  
(215) 238-3581  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

December 23, 1993  
(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 . (A fee is not required only if the reporting 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.)

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).

SEC 1746 (9-88) Page 1 of 5

SCHEDULE 13D

CUSIP No. None Page 2 of 5 Pages  
-----

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

Joseph Neubauer  
Social Security Number: ###-##-####

-----

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) | |  
(b) |X|

-----

3. SEC USE ONLY

-----

4. SOURCE OF FUNDS\*

BK, SC

-----

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(E) | |

-----

6. CITIZENSHIP OR PLACE OF ORGANIZATION

U. S. A.

-----

7. SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

4,862,532

8. SHARED VOTING POWER

72,780

9. SOLE DISPOSITIVE POWER

4,862,532

-----

10. SHARED DISPOSITIVE POWER

72,780

-----  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

4,935,312

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

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

20%

-----  
14. TYPE OF REPORTING PERSON\*

IN

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

Item 1. Security and Issuer.

This statement relates to the Common Stock, Class B, \$.01 par value per share ("Common Stock"), of The ARA Group, Inc. ("ARA"), The ARA Tower, 1101 Market Street, Philadelphia, PA 19107.

Item 2. Identity and Background.

A. The person filing this statement is Joseph Neubauer.

B. Mr. Neubauer's business address is c/o The ARA Group, Inc., The ARA Tower, 1101 Market Street, Philadelphia, PA 19107.

C. Mr. Neubauer is Chairman, President and Chief Executive Officer of The ARA Group, Inc., The ARA Tower, 1101 Market Street, Philadelphia, PA 19107.

D. During the last five years, Mr. Neubauer has not been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

E. During the last five years, Mr. Neubauer has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction that resulted in subjecting Mr.

Neubauer to a judgement, 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. Neubauer is a citizen of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration.

In order to exercise stock options and installment stock purchase opportunities to acquire an aggregate of 78,068 shares in April, 1993 and December, 1993, for an aggregate of \$387,186 including \$171,930 to pay required withholding taxes, Mr. Neubauer used \$274,400 of funds borrowed from a bank and \$131,807 of funds provided by ARA pursuant to ARA's Deferred Payment Program.

Item 4. Purpose of Transaction.

The purpose of the transaction was to acquire shares of Common Stock by exercising installment purchase opportunities before they expired on January 15, 1994 and by exercising stock options in 1993. The exercise price of such stock options and installment stock purchase opportunities was less than the current appraised value of the Common Stock.

Page 3 of 5 pages

Item 5. Interest in Securities of the Issuer.

A. The aggregate number of shares of Common Stock beneficially owned by Mr. Neubauer as of December 31, 1993 is 4,935,312 shares (including 26,756 shares which Mr. Neubauer has or within the next sixty days will have the current right to acquire from ARA pursuant to the exercise of outstanding employee stock options). The percentage of the class of Common Stock owned by Mr. Neubauer is approximately 20%.

Mr. Neubauer is a participant in the ARA Stock Unit Retirement Plan. Mr. Neubauer had been an active participant until September 30, 1989 in the ARA Services, Inc. Retirement Savings Plan for Salaried Employees. He still has an account in such Plan and is a beneficiary of the Plan's Trust which holds shares of ARA Common Stock Class A. However, he currently does not make contributions to the Plan, and ARA currently does not make contributions on his behalf.

This statement shall not be deemed an admission that Mr. Neubauer is, for purposes of Section 13(d) or otherwise, the beneficial owner of any of the equity securities covered by this

statement.

B. Mr. Neubauer has sole power to vote and sole power to dispose or direct the disposition of 4,862,532 shares (including 26,756 shares which Mr. Neubauer has or within the next sixty days will have the current right to acquire from ARA pursuant to the exercise of outstanding employee stock options). Mr. Neubauer shares voting and investment powers as to 72,780 shares with two co-trustees of The Neubauer Family Foundation. The two co-trustees are Mr. Neubauer's son, Lawrence A. Neubauer, and Mr. Neubauer's daughter, Melissa R. Neubauer. Their address is: c/o Joseph Neubauer, The ARA Tower, 1101 Market Street, Suite 3100, Philadelphia, PA 19107. They both are presently students. During the last five years, neither has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors). During the past five years, neither has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction that resulted in subjecting either of them to a judgement, 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. Both are citizens of the United States of America.

C. Mr. Neubauer acquired from ARA on December 20, 1993 26,752 shares of Common Stock at an exercise price per share of \$1.91 (plus \$3.53 per share in required withholding); 16,048 shares of Common Stock at an exercise price per share of \$7.47 (plus \$1.42 per share in required withholding); and 10,272 shares of Common Stock at an exercise price per share of \$5.25 (plus \$2.19 per share in required withholding); all pursuant to the exercise of outstanding stock options and installment stock purchase opportunities.

Mr. Neubauer transferred 30,000 shares to Tufts University on December 22, 1993 as a gift. Mr. Neubauer transferred 72,780 shares to The Neubauer Family Foundation, a 501(c)(3) charitable organization, on December 23, 1993, as a gift. Mr. Neubauer is one of the trustees of the trust and shares voting and investment power for the shares.

Page 4 of 5 Pages

Mr. Neubauer no longer reports other shares held in trust for his adult children, as to which shares he continues to disclaim beneficial ownership.

D. Under certain circumstances, a person other than Mr. Neubauer has the right to receive the proceeds from the sale of certain of the shares of Common Stock reported on this statement. Such interest relates to shares representing less than 1% of the

outstanding Common stock.

No other person is known to have the right to receive or the power to direct receipt of dividends from, or the proceeds from the sale of the Common Stock.

E. Not applicable.

Item 6. Contract Arrangements, Understandings or Relationships With Respect to the Securities of the Issuer.

In connection with Mr. Neubauer's participation in the ARA Deferred Payment Program, Mr. Neubauer has pledged 662,372 shares of Common Stock to ARA. In connection with Mr. Neubauer's borrowings from the bank referred to in the response to Item 3 and previous borrowings (which were disclosed with prior 13D filings), Mr. Neubauer has pledged 971,800 shares of Common Stock to one bank and 734,416 shares of Common Stock to another bank. In connection with other borrowings, Mr. Neubauer has pledged 205,740 shares to another financial institution.

Item 7. Material to be filed as Exhibits.

The description of the ARA Deferred Payment Program contained in the ARA Ownership Program Prospectuses dated May 5, 1993 and November 22, 1993 (File Nos. 33-44002, 33-30879, 33-33329 and 33-11818) is incorporated herein by reference. The promissory notes and loan agreements relating to Mr. Neubauer's borrowings from the banks referred to in the response to Items 3 and 6 are confidential and have been omitted herefrom and have been previously filed separately with the Commission.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Date: December 30, 1993

Joseph Neubauer

-----

Joseph Neubauer