

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: **1997-03-10**
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SUBJECT COMPANY

RTW INC /MN/

CIK: **915781** | IRS No.: **411440870** | State of Incorpor.: **MN** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-45389** | Film No.: **97554087**
SIC: **6331** Fire, marine & casualty insurance

Mailing Address
*8500 NORMANDALE LAKE
BLVD
STE 1400
BLOOMINGTON MN 55437*

Business Address
*8500 NORMANDALE LAKE
BLVD
STE 1400
BLOOMINGDALE MN 55437
6128930403*

FILED BY

PROSSER DAVID C

CIK: **1019064**
Type: **SC 13D/A**

Mailing Address
*6 MACLYNN ROAD
EXCELSIOR MN 55331*

Business Address
*6 MACLYNN ROAD
EXCELSIOR MN 55331
6128930403*

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13D

Under the Securities Exchange Act of 1934
(Amendment No 1)*

RTW, Inc.

(Name of Issuer)

Common Stock, No Par Value

(Title of Class of Securities)

74974R 10 7

(CUSIP Number)

Tamara Ladwig, RTW, Inc.
8500 Normandale Lake Boulevard,
Minneapolis, MN 55439, Phone: (612) 897-5569

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

February 18, 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 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).

(Continued on following page(s))

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13D

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(1) Names of Reporting Persons. S.S. or I.R.S. Identification Nos. of Above
Persons

David C. Prosser

(2) Check the Appropriate Box if a Member (a) / /
of a Group* (b) / /

(3) SEC Use Only

(4) Source of Funds*
N/A

(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 Shares (7) Sole Voting
Beneficially Owned Power 202,350
by Each Reporting
Person With
(8) Shared Voting
Power 2,062,778
(9) Sole Dispositive
Power 202,350
(10) Shared Dispositive
Power 2,062,778

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
2,265,128

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

(13) Percent of Class Represented by Amount in Row (11)
19.2%

(14) Type of Reporting Person*
IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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13D

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(1) Names of Reporting Persons. S.S. or I.R.S. Identification Nos. of Above
Persons

Margaret F. Prosser

(2) Check the Appropriate Box if a Member (a) / /
of a Group* (b) / /

(3) SEC Use Only

(4) Source of Funds*
N/A

(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 Shares
Beneficially Owned
by Each Reporting
Person With

(7) Sole Voting
Power 0

(8) Shared Voting
Power 1,911,965

(9) Sole Dispositive
Power 0

(10) Shared Dispositive

Power

1,911,965

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

1,911,965

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

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

16.2%

(14) Type of Reporting Person*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

See Item 4.

Item 4. PURPOSE OF TRANSACTION

On February 18, 1997, 1,736,915 shares of common stock held by Margaret F. Prosser and 175,075 shares of common stock held by David C. Prosser were transferred into the name of both individuals as joint tenants with rights of survivorship. No consideration was paid by Mr. or Mrs. Prosser in connection with the receipt of the shares.

David C. and Margaret F. Prosser hold the securities for investment purposes. The Prossers may, from time to time, (1) acquire additional shares of Common Stock (subject to availability at prices deemed favorable to the Prossers) in the open market, in privately negotiated transactions, or otherwise, or (2) attempt to dispose of shares of Common Stock in the open market, in privately negotiated transactions or otherwise.

Except as set forth above, the Prossers have no present plans or intentions that would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. INTEREST IN SECURITIES OF THE ISSUER

As of February 18, 1997, the ownership of David C. and Margaret F. Prosser was as follows:

DAVID C. PROSSER

- (a) Amount Beneficially Owned - 2,265,128
- (b) Of the shares owned by Mr. Prosser, Mr. Prosser has the power to vote as follows:
 - (i) Sole power to vote or direct the vote - 202,350
 - (ii) Shared power to vote or direct the vote - 2,062,778
 - (iii) Sole power to dispose or direct the disposition of - 202,350
 - (iv) Shared power to dispose or direct the disposition of - 2,062,778

MARGARET F. PROSSER

- (a) Amount Beneficially Owned - 1,911,965
- (b) Of the shares owned by Mrs. Prosser, Mrs. Prosser has the power to vote as follows:
 - (i) Sole power to vote or direct the vote - 0
 - (ii) Shared power to vote or direct the vote - 1,911,965
 - (iii) Sole power to dispose or direct the disposition of - 0
 - (iv) Shared power to dispose or direct the disposition of - 1,911,965

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Of the shares listed above, 1,911,965 shares are owned jointly by David C. Prosser and Margaret F. Prosser as joint tenants with rights of survivorship. In addition, the following shares are beneficially owned by David C. Prosser: (i) 150 shares are deemed owned present to currently exercisable options; (ii) 150,813 shares held by the RTW, Inc. Employee Stock Ownership Plan ("ESOP"); (iii) 157,700 shares are held by the David C. Prosser 1996 Charitable Remainder Trust for which Mr. Prosser serves as trustee; (iv) 44,500 shares are held by the David C. Prosser 1995 Charitable Remainder Trust for which Mr. Prosser serves as trustee. Margaret F. Prosser disclaims any beneficial interest in the shares held by David C. Prosser other than the shares held jointly with him. David C. Prosser disclaims any beneficial interest in the ESOP other the 8,113 shares allocated to his account as of 12/31/96.

(c) RECENT TRANSACTIONS. On February 18, 1997, 2,000 shares were sold by the David C. Prosser 1995 Charitable Remainder Trust at a price of \$10.25 per share and 3,000 shares were sold by the David C. Prosser 1996 Charitable Remainder Trust at a price of \$10.25 per share. On November 15, 1996, 1,300 shares were sold by the David C. Prosser 1995 Charitable Remainder Trust at a

price of \$16.125 per share and 13,000 shares were sold by the David C. Prosser 1996 Charitable Remainder Trust at a price of \$16.125 per share.

(d) Not applicable.

(e) Not applicable.

Item 7. MATERIAL TO BE FILED AS EXHIBITS

Joint Filing Agreement.

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SIGNATURE

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

March 7, 1997

/s/ David C. Prosser

David C. Prosser

/s/ Margaret F. Prosser

Margaret F. Prosser

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EXHIBIT I

JOINT FILING AGREEMENT

The undersigned, David C. Prosser and Margaret F. Prosser, hereby agree that this Schedule 13D relating to securities of RTW, Inc. shall be filed on behalf of each of them.

Dated: March 7, 1997

/s/ David C. Prosser

David C. Prosser

/s/ Margaret F. Prosser

Margaret F. Prosser

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