

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: **1994-03-16**
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SUBJECT COMPANY

ACTAVA GROUP INC

CIK: **39547** | IRS No.: **580971455** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-17085** | Film No.: **94516350**
SIC: **7384** Photofinishing laboratories

Business Address
4900 GEORGIA PACIFIC CTR
ATLANTA GA 30303
4046589000

FILED BY

TRITON GROUP LTD /DE/

CIK: **319250** | IRS No.: **042465278** | State of Incorporation: **DE** | Fiscal Year End: **0331**
Type: **SC 13D/A**
SIC: **5900** Miscellaneous retail

Mailing Address
550 WEST C STREET SUITE
1880
SAN DIEGO CA 92101

Business Address
500 WEST C STREET STE
1880
SAN DEIGO CA 92101
6194593841

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 10)

THE ACTAVA GROUP INC.

(Name of Issuer)

COMMON STOCK, \$1.00 PAR VALUE PER SHARE

(Title of Class of Securities)

361028-10-3

(CUSIP Number)

MICHAEL M. EARLEY
SENIOR VICE PRESIDENT AND
CHIEF FINANCIAL OFFICER,
TRITON GROUP LTD.
550 WEST C STREET, SUITE 1880
SAN DIEGO, CA 92101
(619) 231-1818

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

MARCH 15, 1994

(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 disclosure 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).

(Continued on following page(s))

Page 1 of 5 Pages

CUSIP NO. 361028-10-3

13D

NAME OF REPORTING PERSON

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

TRITON GROUP LTD.
33-0318166

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS*

4 W/C

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

5

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 DELAWARE

		SOLE VOTING POWER
NUMBER OF	7	4,413,598
SHARES		-----
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		0
EACH		-----
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		4,413,598
WITH	10	-----
		SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 4,413,598

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
 []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 25.03

14 TYPE OF REPORTING PERSON*
 CO, HC

*SEE INSTRUCTION BEFORE FILLING OUT!

Item 1. Security and Issuer.

Security: Common Stock, \$1.00 Par Value ("Common Stock")

Issuer: The Actava Group Inc., formerly Fuqua Industries, Inc.,
("Actava"), a Delaware corporation

Address: 4900 Georgia-Pacific Center
Atlanta, GA 30303

Item 2. Identity and Background.

This Amendment No. 10 to Schedule 13D is being filed by Triton Group Ltd. ("Triton"), a Delaware corporation (as successor to Intermark, Inc.). The principal business and offices of Triton are located at 550 West C Street, 18th Floor, San Diego, CA 92101.

There is no change to the remaining information contained in Item 2 of Schedule 13D, as amended to date.

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

There is no change to the information contained in Item 3 of Schedule 13D, as amended to date.

Item 4. Purpose of Transaction.

The information set forth in Item 4 of Triton's Schedule 13D, as amended, is hereby amended as follows:

On March 15, 1994, Michael Cahr, a director of Triton, was elected to the Board of Directors of Actava. Mr. Cahr was nominated by Triton pursuant to the terms of the Amended Stockholders Agreement, dated as of June 25, 1993, between Triton and Actava under which Triton has the right to designate two of the nine members of Actava's Board of Directors. Richard Nevins was previously elected to Actava's Board of Directors as a representative of Triton.

As previously stated, Triton has received a bank commitment for a loan that would enable Triton to prepay in full the remaining balance of approximately \$27 million due under the Amended and Restated Loan Agreement between Triton and Actava. This commitment is subject to certain conditions and is scheduled to be funded on or about March 31, 1994. Triton may seek to impose certain

requirements on Actava as a condition to Triton's prepayment of the loan, including, but not limited to, possible additional nominees of Triton on Actava's Board of Directors. Triton supports the effort of Actava's Board of Directors in its search for a new President and Chief Executive Officer of Actava. Triton has suggested that Actava's Board of Directors convene a meeting prior to the loan prepayment by Triton to Actava to consider further these matters.

Item 5. Interest in Securities of the Issuer.

There is no change to the information contained in Item 5 of Schedule 13D as amended to date.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect

to Securities of the Issuer.

There is no change to the information contained in Item 6 of Schedule 13D as amended to date.

Item 7. Material to be Filed as Exhibits.

None.

SIGNATURE

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.

Dated: March 15, 1994

TRITON GROUP LTD.

By: /s/John C. Stiska

Name: John C. Stiska

Title: President and Chief Executive Officer