

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: **1999-09-10**
SEC Accession No. **0000950134-99-008167**

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SUBJECT COMPANY

SILVERLEAF RESORTS INC

CIK: **1033032** | IRS No.: **752259890** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: **005-52949** | Film No.: **99709288**
SIC: **7011** Hotels & motels

Mailing Address
1221 RIVERBEND DR
SUITE 120
DALLAS TX 75247

Business Address
1221 RIVERBEND DR
SUITE 120
DALLAS TX 75247
2146311166

FILED BY

MEAD ROBERT E

CIK: **1040747** | State of Incorporation: **TX** | Fiscal Year End: **1231**
Type: **SC 13G/A**

Mailing Address
1221 RIVERBEND DR
STE 120
DALLAS TX 75247

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 3)

Silverleaf Resorts, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

82839510
(CUSIP Number)

AS OF 9/8/99

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).

(1) NAMES OF REPORTING PERSONS Robert E. Mead
I.R.S. IDENTIFICATION NOS. OF ABOVE
PERSONS (ENTITIES ONLY)

(2) CHECK THE APPROPRIATE BOX IF A MEMBER (a) / /
OF A GROUP (b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION U.S.A.

NUMBER OF SHARES (5) SOLE VOTING POWER 7,250,100
BENEFICIALLY

OWNED BY -----
EACH REPORTING (6) SHARED VOTING POWER none
PERSON WITH

(7) SOLE DISPOSITIVE POWER 7,250,100

(8) SHARED DISPOSITIVE POWER none

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 7,250,100

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 56.25%

(12) TYPE OF REPORTING PERSON IN

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ITEM 1.

(a) NAME OF ISSUER: Silverleaf Resorts, Inc.

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

ITEM 2.

- (a) NAME OF PERSON FILING: Robert E. Mead
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
1221 River Bend Drive, Suite 120, Dallas, Texas 75247
- (c) CITIZENSHIP: U.S.A.
- (d) TITLE OF CLASS OF SECURITIES: Common Stock
- (e) CUSIP NUMBER: 82839510

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
- (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)(ii)(H)

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ITEM 4. OWNERSHIP

- (a) AMOUNT BENEFICIALLY OWNED: 7,250,100 shares of Common Stock

- (b) PERCENT OF CLASS: 56.25%
- (c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:
 - (i) sole power to vote or to direct the vote: 7,250,100
 - (ii) shared power to vote or to direct the vote: none
 - (iii) sole power to dispose or to direct the disposition of: 7,250,100
 - (iv) shared power to dispose or to direct the disposition of: none

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not Applicable

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

Not Applicable

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

Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable

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SIGNATURE

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

September 8, 1999

/s/ Robert E. Mead

Robert E. Mead

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