

# 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: **1996-01-11**  
SEC Accession No. **0000900577-96-000002**

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

### SUBJECT COMPANY

#### **NOBEL EDUCATION DYNAMICS INC**

CIK: **721237** | IRS No.: **222465204** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-45470** | Film No.: **96502752**  
SIC: **8351** Child day care services

Mailing Address  
210 LAKE DRIVE EAST  
WOODLAND FALLS CORP  
CHERRY HILL NJ 08002

Business Address  
ROSE TREE CORPORATE  
CENTER II  
1400 N PROVIDENCE RD STE  
3055  
MEDIA PA 19063  
6094829100

### FILED BY

#### **EDISON VENTURE FUND II LP**

CIK: **949310** | IRS No.: **223069982** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13D/A**

Mailing Address  
PRINCETON PIKE  
CORPORATE CENTER  
997 LENOX DRIVE #3  
LAWRENCEVILLE NJ 08648

Business Address  
PRINCETON PIKE  
CORPORATE CENTER  
997 LENOX DRIVE #3  
LAWRENCEVILLE NJ 08648  
6098961900

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

OMB APPROVAL  
OMB Number: 3235-0145  
Expires: October 31, 1997  
Estimated average burden  
hours per response...14.90

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)\*

Nobel Education Dynamics, Inc.  
(Name of Issuer)  
Common Stock, \$0.001 Par Value  
(Title of Class of Securities)

65488410  
(CUSIP Number)

Lisel M. Mittelholzer, Testa, Hurwitz & Thibeault,  
125 High Street, Boston, MA (617) 248-7785  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

December 18, 1995  
(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 the 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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SCHEDULE 13D

CUSIP NO. 65488410

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1	NAME OF REPORTING PERSON	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Martin G. Chilek	###-##-####

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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input type="checkbox"/>
		(b) <input type="checkbox"/>

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3	SEC USE ONLY	
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4	SOURCE OF FUNDS*	
	N/A	

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5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	<input type="checkbox"/>
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6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	

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	7	SOLE VOTING POWER	
		NUMBER OF SHARES	0

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
		less than five (5) percent	

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	9	SOLE DISPOSITIVE POWER	
			0

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	10	SHARED DISPOSITIVE POWER	
		less than five (5) percent	

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

less than five (5) percent

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

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

less than five (5) percent

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14 TYPE OF REPORTING PERSON \*

IN

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7  
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

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Page 3 of 3 Pages

Item 1. Security and Issuer.

- (a) This statement relates to common stock par value \$.001 per share of Nobel Education Dynamics, Inc., a Delaware corporation (the "Issuer").
- (b) The principal executive offices of the Issuer are located at Rosetree Corporate Center II, 1400 Providence Road, Suite 3055, Media, PA 19063.

Item 2. Identity and Background.

- (a) This statement is being filed by Martin G. Chilek (the "Reporting Person"). This is an amendment to Amendment No. 2 of Schedule 13D filed electronically by the Reporting Person and others on August 29, 1995 ("Amendment No. 2").
- (b) The residence of the Reporting Person is 100 Foxcroft Drive, Doylestown, PA 18901.

Item 5. Interest in Securities of the Issuer.

- (e) The Reporting Person ceased to be a beneficial owner of more than five percent of the class of securities of the Issuer on December 18, 1995.

In all other material respects, the facts set forth in Amendment No. 2 remain true, complete and correct as of the date hereof.

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.

January 11, 1996  
Date

/s/ Martin G. Chilek  
Martin G. Chilek