

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: **1994-01-06**
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SUBJECT COMPANY

CHARTER MEDICAL CORP

CIK: **19411** | IRS No.: **581076937** | State of Incorporation: **DE** | Fiscal Year End: **0930**
Type: **SC 13D/A** | Act: **34** | File No.: **005-05938** | Film No.: **94500534**
SIC: **8060** Hospitals

Business Address
577 MULBERRY ST
PO BOX 209
MACON GA 31298
9127421161

FILED BY

GIBSON DUNN & CRUTCHER /FA/

CIK: **898814** | IRS No.: **951611234**
Type: **SC 13D/A**

Business Address
333 SOUTH GRAND AVENUE
LOS ANGELES CA 90071

SCHEDULE 13D (Amendment No. 2)

Name of Issuer: Charter Medical Corporation

Title of Class of Securities: Common Stock, \$.25 par value

CUSIP Number: 16124110

Name, Address and Telephone Number of Personal Authorized to Receive Notices and Communications:

William A. Fickling, Jr.
577 Mulberry Street
Suite 1075
Macon, Georgia 31201
(912) 742-6601

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Date of Event which Requires Filing of this Statement: December 29, 1993

Check the following box if a fee is paid with the statement: Not Applicable

1. NAME OF REPORTING PERSON: William A. Fickling, Jr.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: ###-##-####
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: Not Applicable
3. SEC USE ONLY
4. SOURCE OF FUNDS: Not Applicable
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): Not Applicable
6. CITIZENSHIP OR PLACE OF ORGANIZATION: United States

7. SOLE VOTING POWER: 1,840,273
8. SHARED VOTING POWER: 0
9. SOLE DISPOSITIVE POWER: 1,858,798
10. SHARED DISPOSITIVE POWER: 0
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
1,858,798
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES: Not Applicable
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 6.90%
14. TYPE OF REPORTING PERSON: IN

This Amendment Number 2 is filed by William A. Fickling, Jr. (the "Reporting Person") with respect to the Schedule 13D filed on August 13, 1993 (the "Schedule") by the Reporting Person relating to the shares of the common stock, \$0.25 par value (the "Common Stock"), of Charter Medical Corporation, a Delaware corporation (the "Company"). The Schedule was filed to report among other things that the Reporting Person was deemed to have acquired beneficial ownership of a number of shares of the Common Stock when employee stock options under the Company's 1992 Stock Option Plan became exercisable. Amendment Number 1 to the Schedule was filed on December 6, 1993 to report among other things the partial exercise of the employee stock options, and the disposition of a number of the shares received from such option exercise. This Amendment Number 2 to the Schedule is filed to report the additional exercise of the employee stock options, and the disposition of a number of the shares. The Schedule is hereby amended with respect to the Reporting Person as follows:

ITEM 4. PURPOSE OF TRANSACTION

On December 3, 1993, the Reporting Person exercised employee stock options granted under the Company's 1992 Stock Option Plan convertible into 326,000 shares of the Common Stock at the exercise price of \$0.25 per share. The Company withheld 87,221 shares of the Common Stock issuable upon such option exercise at an effective price of \$24.50 per share as payment of the total exercise price of the acquired Common Stock, and in satisfaction of substantially the full amount of State and Federal income taxes required to be withheld as a result of such option exercise. This transaction resulted in the actual issuance to the Reporting Person of 238,779 shares of Common Stock. During the month of

December 1993, the Reporting Person sold the 238,779 shares in open market transactions.

On December 29, 1993, the Reporting Person exercised additional employee stock options granted under the Company's 1992 Stock Option Plan convertible into 1,894,336 shares of the Common Stock at the exercise price of \$0.25 per share. The Company withheld 487,589 shares of the Common Stock issuable upon such option exercise at an effective price of \$24.9375 per share in satisfaction of substantially the full amount of State and Federal income taxes required to be withheld as a result of such option exercise. This transaction resulted in the actual issuance to the Reporting Person of 1,406,747 shares of Common Stock.

The Reporting Person intends to evaluate the extent of his holdings of Common Stock from time to time as may be appropriate in light of the Company's business affairs and financial position, conditions in the securities markets, and the Reporting Person's personal financial position, and as a result of such reviews may from time to time dispose of beneficial ownership of shares of Common Stock in open market or negotiated transactions.

The Reporting Person resigned from service on the Company's Board of Directors effective as of December 1, 1993.

Except as set forth in this Item 4, the Reporting Person has no present plans or proposals that relate to or that would result in any of the actions specified in clauses (a) through (j) of Item 4 of Exchange Act Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) Following the transactions reported in Item 4 and in paragraph (c) of this Item 5, the Reporting Person is the beneficial owner of 1,858,798 shares of Common Stock, constituting 6.90% of the shares of Common Stock treated as outstanding under Exchange Act Rule 13d-3(d)(1) as of December 2, 1993. The number of shares of Common Stock beneficially owned by the Reporting Person includes 53 shares held under a qualified employee benefit plan, which shares were inadvertently excluded from earlier reports filed on behalf of the Reporting Person.

(b) The Reporting Person has sole voting and investment power with respect to 1,840,273 shares of Common Stock. Other than as reported in the foregoing sentence, the Reporting Person disclaims beneficial ownership of 56,934 of such shares, which are held in trusts. The Reporting Person has sole investment power with respect to 18,525 shares of Common Stock which he has the right to acquire within sixty days, but has no voting power with respect to such shares until the right to acquire such shares is exercised.

The Reporting Person may be deemed to have or share beneficial ownership over 25,076 shares of Common Stock beneficially owned by the Reporting

Person's spouse, but the Reporting Person hereby disclaims beneficial ownership of such shares.

(c) On November 5, 1993, the Reporting Person's spouse sold 5,000 shares of Common Stock over which she held both voting and investment control. The sale was effected at a price of \$25.00 per share through a brokerage transaction effected on the American Stock Exchange.

On December 3, 1993, the Reporting Person ceased to be the beneficial owner of 87,221 shares of Common Stock over which he held both voting and investment control. As discussed under Item 4 above, the transaction was effected with the Company at an effective price of \$24.50 per share in connection with the exercise of employee stock options.

Through brokerage transactions effected on the American Stock Exchange during the period of time beginning on December 6, 1993 and concluding on December 20, 1993, the Reporting Person sold 238,779 shares of Common Stock over which he held both voting and investment control. The sales were effected at market prices ranging from \$23.25 to \$24.631 for total proceeds of \$5,674,193.40.

On December 29, 1993, the Reporting Person ceased to be the beneficial owner of 487,589 shares of Common Stock over which he held both voting and investment control. As discussed under Item 4 above, the transaction was effected with the Company at an effective price of \$24.9375 per share in connection with the exercise of employee stock options.

(d) Of the 1,406,747 shares of issued and outstanding Common Stock received by the Reporting Person upon exercise of the employee stock option, 1,055,060 shares of the Common Stock are subject to a pledge agreement securing certain indebtedness of the Reporting Person with certain of the Reporting Person's creditors. Pursuant to such arrangement, Trust Company Bank of Middle Georgia, N.A., as agent for such creditors, will distribute any dividends on and the net proceeds from any sale of such shares, after the payment of certain taxes, to each such creditor pro-rata on the basis of the amount of the Reporting Person's then outstanding indebtedness to such creditor relevant to that of all such creditors. An additional 107,113 issued and outstanding shares of Common Stock beneficially owned by the Reporting Person and 13,894 shares of Common Stock beneficially owned by the Reporting Person that are issuable upon the exercise of certain options are also subject to the arrangement with Trust Company Bank of Middle Georgia, N.A.

In addition, 268,389 shares of issued and outstanding Common Stock beneficially owned by the Reporting Person are subject to another pledge agreement securing certain indebtedness of the Reporting Person, under which the pledgee has the right to receive any dividends on and the net

proceeds from any sale of such shares.

SIGNATURE

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: January 6, 1994

/s/WILLIAM A. FICKLING, JR.
WILLIAM A. FICKLING, JR.