

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions

Filing Date: **1996-02-08**
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SUBJECT COMPANY

MARK VII INC

CIK: **795425** | IRS No.: **431074964** | State of Incorpor.: **MO** | Fiscal Year End: **1231**
Type: **SC 13G** | Act: **34** | File No.: **005-37245** | Film No.: **96512906**
SIC: **4213** Trucking (no local)

Business Address
10100 NW EXECUTIVE HILLS
BLVD
STE 200
KANSAS CITY MO 64153
8168910500

FILED BY

WARBURG PINCUS COUNSELLORS INC

CIK: **32835** | IRS No.: **013267350** | Fiscal Year End: **0531**
Type: **SC 13G**

Mailing Address
466 LEXINGTON AVE
NEW YORK NY 10017-3147

Business Address
466 LEXINGTON AVE 10TH
FLOOR
NEW YORK NY 10017
2125930300

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

SCHEDULE 13G

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

Mark VII Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

57041410
(CUSIP Number)

Check the following box if a fee is being paid with this statement []. (A fee is not required only if the filing 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).

*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).

SCHEDULE 13G

CUSIP No. 57041410

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

Warburg, Pincus Counsellors, Inc.
13-2673503

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	5. SOLE VOTING POWER	446,400
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	6. SHARED VOTING POWER	85,000
	7. SOLE DISPOSITIVE POWER	637,000

REPORTING
PERSON
WITH

8. SHARED DISPOSITIVE POWER 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 637,000

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 13.00%

12. TYPE OF REPORTING PERSON*

Investment Advisor

*SEE INSTRUCTION

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SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
Schedule 13G
Under the Securities Exchange Act of 1934

Amendment No.:

Date: 1/22/96

Fee Being Paid:

No

Item 1 (a) Name of issuer: Mark VII Inc.

Item 1 (b) Address of issuer's principal executive offices:
Suite 200
10100 NW Executive Hills Blvd.
Kansas City, MO 64153

Item 2 (a) Name of person filing:
Warburg, Pincus Counsellors, Inc.

Item 2 (b) Address of principal business office:
466 Lexington Avenue
New York, NY 10017

Item 2 (c) Citizenship: United States

Item 2 (d) Title of class of securities: Common Stock

Item 2 (e) Cusip No.: 57041410

Item 3 Type of Person: Investment Advisor

Item 4 (a) Amount beneficially owned: 637,000

Item 4 (b) Percent of class: 13.00%

Item 4 (c) (i) sole power to vote: 446,400
(ii) shared power to vote: 85,000
(iii) sole power to dispose 637,000
(iv) shared power to dispose: 0

Item 5 Ownership of 5 percent or less of a class: Not Applicable

Item 6 Ownership of more than 5 percent on behalf of another person:
Warburg, Pincus Counsellors, Inc. serves as Investment Advisor to many accounts. The securities which are the subject of this report are owned by our accounts. None of these accounts, individually, own more than 5% of the securities which are the subject of this report.

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Item 7 Identification and classification of subsidiary: Not Applicable

Item 8 Identification and classification of members of
the group: Not Applicable

Item 9 Notice of dissolution of the group: Not Applicable

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

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.

/s/ Linda S. Iovan
Linda S. Iovan
Vice President

