

# 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: **1996-12-30**  
SEC Accession No. **0000950137-96-002696**

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

### SUBJECT COMPANY

#### LUND INTERNATIONAL HOLDINGS INC

CIK: **820526** | IRS No.: **411568618** | State of Incorporation: **DE** | Fiscal Year End: **0630**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-39339** | Film No.: **96687508**  
SIC: **3714** Motor vehicle parts & accessories

Mailing Address  
911 LUND BLVD  
ANOKA MN 55303

Business Address  
911 LUND BLVD  
ANOKA MN 55303  
6127802520

### FILED BY

#### OLD WORLD INDUSTRIES INC

CIK: **1023829** | IRS No.: **363608167** | State of Incorporation: **IL** | Fiscal Year End: **1231**  
Type: **SC 13D/A**

Mailing Address  
4065 COMMERCIAL AVENUE  
NORTHBROOK IL 60062

Business Address  
4065 COMMERCIAL AVENUE  
NORTHBROOK IL 60062  
8475592230

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

Lund International Holdings, Inc.  
-----

(Name of Issuer)

Common Stock, Par Value \$0.10 Per Share  
-----

(Title of Class of Securities)

550368104  
-----

(CUSIP Number)

Mr. Frederic M. Schweiger  
847-559-2230  
Old World Industries, Inc.  
4065 Commercial Avenue  
Northbrook, Illinois 60062  
-----

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

December 23, 1996  
-----

(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 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).

2

CUSIP No. 550368104

1. NAME OF REPORTING PERSON  
S.S. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Old World Industries, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / /  
(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

WC  
BK

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	593,000
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON WITH	10.	SHARED DISPOSITIVE POWER	593,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

593,000

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

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

13.5%

14. TYPE OF REPORTING PERSON\*

CO

Page 2 of 12

3

CUSIP No. 550368104

1. NAME OF REPORTING PERSON  
S.S. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

J. Thomas Hurvis

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / /  
(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	593,000
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0

REPORTING  
PERSON WITH 10. SHARED DISPOSITIVE POWER 593,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

593,000

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

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

13.5%

14. TYPE OF REPORTING PERSON\*

IN

Page 3 of 12

4

CUSIP No. 550368104

1. NAME OF REPORTING PERSON  
S.S. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Riaz H. Waraich

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / /  
(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER	0
	8.	SHARED VOTING POWER	593,000
	9.	SOLE DISPOSITIVE POWER	0
	10.	SHARED DISPOSITIVE POWER	593,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

593,000

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

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

13.5%

14. TYPE OF REPORTING PERSON\*

IN

5

CUSIP No. 550368104

1. NAME OF REPORTING PERSON  
S.S. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

James A. Bryan

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / /  
(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER	0
	8. SHARED VOTING POWER	593,000
	9. SOLE DISPOSITIVE POWER	0
	10. SHARED DISPOSITIVE POWER	593,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

593,000

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

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

13.5%

14. TYPE OF REPORTING PERSON\*

IN

Page 5 of 12

6

CUSIP No. 550368104

1. NAME OF REPORTING PERSON  
S.S. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / /  
(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF	7. SOLE VOTING POWER	0
SHARES		
BENEFICIALLY	8. SHARED VOTING POWER	593,000
OWNED BY		
EACH	9. SOLE DISPOSITIVE POWER	0
REPORTING		
PERSON WITH	10. SHARED DISPOSITIVE POWER	593,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

593,000

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

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

13.5%

14. TYPE OF REPORTING PERSON\*

IN



CUSIP No. 550368104

1. NAME OF REPORTING PERSON  
S.S. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Frederic M. Schweiger

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / /  
(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF	7.	SOLE VOTING POWER	1,000
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	593,000
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	1,000
REPORTING			
PERSON WITH	10.	SHARED DISPOSITIVE POWER	593,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

594,000

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

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

13.5%

14. TYPE OF REPORTING PERSON\*

IN

8

CUSIP No. 550368104

1. NAME OF REPORTING PERSON  
S.S. OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Mac M. Churchill

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / /  
(b) /X/

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	8.	SHARED VOTING POWER	593,000
OWNED BY			
EACH	9.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON WITH	10.	SHARED DISPOSITIVE POWER	593,000

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

593,000

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

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

13.5%

14. TYPE OF REPORTING PERSON\*

9

## ITEM 1. SECURITY AND ISSUER

The class of equity securities to which this Statement on Schedule 13D relates is the common stock, par value \$.10 per share (the "Common Stock"), of Lund International Holdings, Inc. (the "Issuer"), a Delaware corporation, with its principal executive offices located at 911 Lund Boulevard, Anoka, Minnesota 55303.

## ITEM 2. IDENTITY AND BACKGROUND

This Statement is being filed by Old World Industries, Inc., an Illinois corporation ("Holder"). Holder is engaged principally in the automotive and industrial chemical businesses. The principal place of business and principal office of Holder is 4065 Commercial Avenue, Northbrook, Illinois 60062.

Set forth below is the name and position of each of the executive officers, directors and controlling persons of Holder. Except as otherwise indicated, the principal occupation of each person listed below is as a senior officer of Holder. Each person listed below is a citizen of the United States of America. The business address of each person is 4065 Commercial Avenue, Northbrook, Illinois 60062.

## EXECUTIVE OFFICERS:

Name	Position
J. Thomas Hurvis	Chairman
Riaz H. Waraich	President/Managing Director
James A. Bryan	Senior Vice President
Richard J. Jago	Senior Vice President - Marketing and Sales
Frederic M. Schweiger	Vice President/General Counsel/Chief Financial Officer

## DIRECTORS:

Name	Principal Occupation (If Other Than As Indicated Above)
J. Thomas Hurvis	
Riaz H. Waraich	
James A. Bryan	
Mac M. Churchill	Marketing Consultant

CONTROLLING PERSONS:

Name

J. Thomas Hurvis

During the last 5 years, neither the Holder nor the persons identified as the executive officers, directors and controlling persons have been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

Page 9 of 12

10

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The Holder's primary lender is Bank of America Illinois ("Lender"). The funds used to purchase the Common Stock which is the subject of this Statement were derived from the working capital of the Holder and from advances under the Holder's revolving credit facility with Lender.

ITEM 4. PURPOSE OF TRANSACTION

The subject shares of Common Stock directly or indirectly acquired have been acquired for investment purposes. Issuer has presented a proposal to increase the number of directors with the vacancies being nominated and elected by the Board of Directors. One or more representatives or designates of Holder have indicated an interest to serve on the Board of Directors of Issuer. Except as set forth above, Holder has no plans or proposals relating to any matters specified in paragraphs (a) through (j) of Item 4 of Schedule 13D. However, Holder reserves the right to adopt such plans or proposals in the future, subject to applicable regulatory requirements, if any. Depending on market conditions, an evaluation of the business and the prospects of the Issuer and other factors, Holder may, in its sole discretion, purchase additional shares of Common Stock from time to time in the open market, in

privately negotiated transactions or otherwise, subject to market conditions and other factors. Holder and Issuer are also in discussions concerning joint marketing cooperation for Issuer's products.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As of the date on which this Statement is executed, Holder beneficially owns 593,000 shares of Common Stock of the Issuer, constituting 13.5% of the Issuer's issued and outstanding shares of Common Stock, based upon an aggregate of 4,391,970 shares of Common Stock of the Issuer issued and outstanding as of November 2, 1996 (as disclosed on the most recent Form 10-Q filed with the Securities and Exchange Commission by the Issuer). Additionally, Frederic M. Schweiger beneficially owns 1,000 shares of Common Stock of the Issuer. Except as described herein, to the best knowledge of Holder, none of the persons identified in Item 2 hereto presently beneficially own any Common Stock of Issuer.

(b) Holder through its executive officers, directors and controlling persons will have the shared power to vote or to direct vote of, and to dispose or to direct the disposal of, the subject Common Stock.

(c) Since the most recent filing by Holder, Holder has acquired 49,000 shares of Common Stock of the Issuer in the open market and in privately negotiated transactions. These shares of Common Stock were acquired at a per share price ranging from a low of \$11.875 and a high of \$12.50.

(d) No person other than the Holder is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the securities described above.

(e) Not applicable.

Page 10 of 12

11

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

None.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None.

12

SIGNATURES

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

Dated: December 27, 1996

OLD WORLD INDUSTRIES, INC. (U.S.)

By: /s/ Frederic M. Schweiger  
-----  
Name: Frederic M. Schweiger  
Title: Vice President and General Counsel

/s/ J. Thomas Hurvis  
-----  
J. THOMAS HURVIS

/s/ Riaz H. Waraich  
-----  
RIAZ H. WARAICH

/s/ James A. Bryan  
-----  
JAMES A. BRYAN

/s/ Richard J. Jago  
-----  
RICHARD J. JAGO

/s/ Mac M. Churchill  
-----

MAC M. CHURCHILL

/s/ Frederic M. Schweiger

-----  
FREDERIC M. SCHWEIGER

Page 12 of 12