

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: **1995-01-11**
SEC Accession No. **0000909518-95-000008**

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SUBJECT COMPANY

DYNATECH CORP

CIK: **30841** | IRS No.: **042258582** | State of Incorporation: **MA** | Fiscal Year End: **0331**
Type: **SC 13D/A** | Act: **34** | File No.: **005-30020** | Film No.: **95501069**
SIC: **3577** Computer peripheral equipment, nec

Mailing Address	Business Address
<i>3 NEW ENGLAND EXECUTIVE PARK BURLINGTON MA 01803-5087</i>	<i>3 NEW ENGLAND EXECUTIVE PARK BURLINGTON MA 01803-5087 6172726100</i>

FILED BY

SC FUNDAMENTAL INC

CIK: **919094** | IRS No.: **133563937** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13D/A**

Mailing Address	Business Address
<i>712 5TH AVENUE 19TH FL 712 5TH AVENUE 19TH FL NEW YORK NY 10019</i>	<i>712 5TH AVE 19TH FLOOR NEW YORK NY 10019 2129573500</i>

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 7)

DYNATECH CORPORATION

(Name of Issuer)

Common Stock, par value
\$.20 per share

268138104

(Title of class of securities)

(CUSIP number)

David E. Zeltner, Esq.
Weil, Gotshal & Manges
767 Fifth Avenue
New York, NY 10153
(212) 310-8000

(Name, address and telephone number of person authorized to receive
notices and communications)

January 5, 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: When filing this statement in paper format, six copies of this statement, including exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

CUSIP No. 268138104

13D

1 NAME OF REPORTING PERSON: The SC Fundamental Value Fund,
L.P.

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON:

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

3 SEC USE ONLY

4 SOURCE OF FUNDS: not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

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

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0%

14 TYPE OF REPORTING PERSON: PN

CUSIP No. 268138104 13D

1 NAME OF REPORTING PERSON: SC Fundamental Value BVI, Ltd.

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON:

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

3 SEC USE ONLY

4 SOURCE OF FUNDS: not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: British Virgin Islands

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

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0%

14 TYPE OF REPORTING PERSON: CO

CUSIP No. 268138104

13D

1 NAME OF REPORTING PERSON: SC-BVI Partners

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON:

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

3 SEC USE ONLY

4 SOURCE OF FUNDS: not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

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

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0%

14 TYPE OF REPORTING PERSON: PN

CUSIP No. 268138104

13D

1 NAME OF REPORTING PERSON: SC Fundamental Value BVI, Inc.

S.S. OR I.R.S. IDENTIFICATION NO.

OF ABOVE PERSON:

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

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS: not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

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

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0%

14 TYPE OF REPORTING PERSON: CO

CUSIP No. 268138104 13D

1 NAME OF REPORTING PERSON: SC Fundamental Inc.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

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

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS: not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e) :

6 CITIZENSHIP OR PLACE OF ORGANIZATION: 0

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

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0%

14 TYPE OF REPORTING PERSON: CO

CUSIP No. 268138104 13D

1 NAME OF REPORTING PERSON: Gary N. Siegler

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

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

3 SEC USE ONLY

4 SOURCE OF FUNDS: not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e) :

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States

NUMBER OF 7 SOLE VOTING POWER: 0

SHARES
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER: 0
9 SOLE DISPOSITIVE POWER: 0
10 SHARED DISPOSITIVE POWER: 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0%

14 TYPE OF REPORTING PERSON: IN

CUSIP No. 268138104 13D

1 NAME OF REPORTING PERSON: Peter M. Collery

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON:

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

3 SEC USE ONLY

4 SOURCE OF FUNDS: not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States

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

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0%

14 TYPE OF REPORTING PERSON: IN

13D - Amendment No. 7

The Reporting Persons, consisting of the SC Fundamental Value Fund, L.P., SC Fundamental Inc., SC Fundamental Value BVI, Ltd., SC-BVI Partners, SC Fundamental Value BVI, Inc., Gary N. Siegler and Peter M. Collery amend their statement on Schedule 13D relating to the common stock, par value \$.20 per share ("Shares"), of Dynatech Corporation as set forth herein. Unless otherwise indicated, capitalized terms contained herein shall have the meaning ascribed to them in Reporting Persons' prior statements on Schedule 13D.

Item 5. Interest in Securities of the Issuer

(a)-(b) As of the close of business on January 5, 1995, none of the Reporting Persons beneficially owned any Shares.

(c) The information concerning transactions in Shares effected by the Reporting Persons during the last 60 days is set forth on Schedule I hereto.

(e) The Reporting Persons ceased to be the beneficial owners of more than five percent of the Shares on January 5, 1995.

SIGNATURES

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement on Schedule 13D concerning the common stock, par value \$.20 per share, of Dynatech Corporation, a Delaware corporation, is true, complete and correct:

Date: January 11, 1995

THE SC FUNDAMENTAL VALUE FUND, L.P.

By: SC Fundamental Inc.

Its: General Partner

By: /s/Peter M. Collery

Peter M. Collery

Its: Vice President

SC FUNDAMENTAL VALUE BVI, LTD.

By: /s/Anthony Stocks

Anthony Stocks

Its: Director

SC-BVI PARTNERS

By: SC Fundamental Value BVI, Inc.

Its: General Partner

By: /s/Peter M. Collery

Peter M. Collery

Its: Vice President

SC FUNDAMENTAL INC.

SC FUNDAMENTAL VALUE BVI, INC.

Both by: /s/Peter M. Collery

Peter M. Collery

Its: Vice President

/s/Peter M. Collery

Peter M. Collery

/s/Gary N. Siegler

Gary N. Siegler

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SCHEDULE I

<TABLE>
<CAPTION>

SC FUNDAMENTAL VALUE BVI, LTD.

Date	Number of Shares of Common Stock	Price Per Share	Net Proceeds	Type of Transaction
-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<S>
11/02/94	1,800.000	30.2500	54,360.00	Short Sale(a)
11/03/94	600.000	30.2500	18,180.00	Purchase
11/03/94	27,600.000	30.0000	828,000.00	Sale
11/03/94	15,650.000	30.0000	469,500.00	Short Sale(a)
11/04/94	9,100.000	30.0000	273,000.00	Short Sale(a)
11/07/94	600.000	30.0000	18,030.00	Cover Short(b)
11/09/94	30,300.000	29.9375	907,106.25	Short Sale(a)
11/10/94	47,900.000	29.8013	1,427,482.27	Short Sale(a)
11/11/94	18,000.000	29.5625	532,125.00	Short Sale(a)
11/11/94	600.000	29.6250	17,805.00	Cover Short(b)
11/16/94	43,000.000	28.7500	1,236,250.00	Short Sale(a)
11/17/94	16,900.000	28.7500	485,875.00	Short Sale(a)
11/22/94	200.000	28.5000	5,698.00	Short Sale(a)
12/02/94	15,100.000	27.1250	409,587.50	Short Sale(a)
12/05/94	1,200.000	27.1250	32,490.00	Short Sale(a)
12/05/94	40,250.000	27.1330	1,092,103.25	Short Sale(a)
12/06/94	2,750.000	27.2500	74,937.50	Short Sale(a)
12/29/94	19,350.000	33.0000	638,550.00	Short Sale(a)
12/29/94	19,350.000	33.0000	638,743.50	Purchase
01/05/95	260,300.000	34.7500	9,045,425.00	Cover Short(c)

</TABLE>

<TABLE>

<CAPTION>

SC FUNDAMENTAL VALUE FUND, L.P.

Date	Number of Shares of Common Stock	Price Per Share	Net Proceeds	Type of Transaction
-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<S>
11/02/94	4,050.000	30.2500	122,310.00	Short Sale(a)
11/03/94	34,200.000	30.0000	1,026,000.00	Short Sale(a)
11/03/94	1,350.000	30.2500	40,905.00	Purchase
11/03/94	60,400.000	30.0000	1,812,000.00	Sale
11/04/94	20,250.000	30.0000	607,500.00	Short Sale(a)
11/07/94	1,350.000	30.0000	40,567.50	Cover Short(b)
11/09/94	67,450.000	29.9375	2,019,284.38	Short Sale(a)
11/10/94	108,000.000	29.8013	3,218,540.40	Short Sale(a)
11/11/94	40,650.000	29.5625	1,201,715.63	Short Sale(a)
11/11/94	1,350.000	29.6250	40,061.25	Cover Short(b)
11/16/94	93,750.000	28.7500	2,695,312.50	Short Sale(a)
11/17/94	36,800.000	28.7500	1,058,000.00	Short Sale(a)
11/22/94	3,800.000	28.5000	108,262.00	Short Sale(a)
12/02/94	33,700.000	27.1250	914,112.50	Short Sale(a)
12/05/94	2,700.000	27.1250	73,102.50	Short Sale(a)
12/05/94	90,000.000	27.1330	2,441,970.00	Short Sale(a)
12/06/94	6,350.000	27.2500	173,037.50	Short Sale(a)
01/06/95	539,000.000	34.0000	18,326,000.00	Cover Short(c)

</TABLE>

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<TABLE>

<CAPTION>

SC FUNDAMENTAL, INC. (d)

Date	Number of Shares of Common Stock	Price Per Share	Net Proceeds	Type of Transaction
<S>	<C>	<C>	<C>	<S>
11/02/94	150.000	30.2500	4,530.00	Short Sale(a)
11/03/94	50.000	30.2500	1,515.00	Purchase
11/03/94	2,000.000	30.0000	60,000.00	Sale
11/03/94	1,150.000	30.0000	34,500.00	Short Sale(a)
11/04/94	650.000	30.0000	19,500.00	Short Sale(a)
11/07/94	50.000	30.0000	1,502.50	Cover Short(b)
11/09/94	2,250.000	29.9375	67,359.38	Short Sale(a)
11/10/94	3,600.000	29.8013	107,284.68	Short Sale(a)
11/11/94	1,350.000	29.5625	39,909.38	Short Sale(a)
11/11/94	50.000	29.6250	1,483.75	Cover Short(b)
11/16/94	3,250.000	28.7500	93,437.50	Short Sale(a)
11/17/94	1,300.000	28.7500	37,375.00	Short Sale(a)
11/22/94	1,000.000	28.5000	28,490.00	Short Sale(a)
12/02/94	1,200.000	27.1250	32,550.00	Short Sale(a)
12/05/94	100.000	27.1250	2,707.50	Short Sale(a)
12/05/94	3,250.000	27.1330	88,182.25	Short Sale(a)
12/06/94	200.000	27.2500	5,450.00	Short Sale(a)
12/29/94	19,350.000	33.0000	638,937.00	Cover Short(b)
12/29/94	19,350.000	33.0000	638,356.50	Sale

</TABLE>

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- (a) Such transaction involved the settlement of a short sale "against the box" of Shares effected on NASDAQ. Such transaction did not reduce the number of Shares beneficially owned by the Reporting Person.
- (b) Such purchase was effected on NASDAQ and such Shares were used to close short sale transactions of such Reporting Person described in footnote (a).
- (c) Shares delivered to offset short position.
- (d) Includes shares owned by a managed account for which SC Fundamental, Inc. serves as the investment manager. SC Fundamental, Inc. may be deemed to beneficially own such shares.

