

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: **2001-08-03**
SEC Accession No. **0001005477-01-500312**

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

SUBJECT COMPANY

COMSHARE INC

CIK: **201513** | IRS No.: **381804887** | State of Incorpor.: **MI** | Fiscal Year End: **0630**
Type: **SC 13D/A** | Act: **34** | File No.: **005-30480** | Film No.: **1697390**
SIC: **7372** Prepackaged software

Mailing Address
*P O BOX 1588
555 BRIARWOOD CIRCLE
ANN ARBOR MI 48108*

Business Address
*555 BRIARWOOD CIRCLE
P O BOX 1588
ANN ARBOR MI 48108
3139944800*

FILED BY

CODEC SYSTEMS LTD

CIK: **1140048**
Type: **SC 13D/A**
SIC: **2200** Textile mill products

Mailing Address
*HYDE HOUSE ADELAIDE
ROAD
DUBLIN IRELAND*

Business Address
*HYDE HOUSE ADELAIDE
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DUBLIN IRELAND
01135316034300*

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

SCHEDULE 13D
(Amendment No. 2)
Under the Securities Exchange Act of 1934

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

COMSHARE INC.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

205912108

(CUSIP Number)

Ciaran Murray
Chief Financial Officer
Codec Systems Limited
Hyde House, Adelaide Road
Dublin 2, Ireland
011-353-1-6034300

with a copy to:

Ronald A. Fleming, Jr., Esq.
Pillsbury Winthrop LLP
One Battery Park Plaza
New York, New York 10004-1490
(212) 858-1000

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

July 26, 2001

(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 that is the subject of this Schedule 13D, and is filing this

Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: |_ |

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SCHEDULE 13D

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Codec Systems Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) |_ |

(b) |_ |

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

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

|_ |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Ireland

7 SOLE VOTING POWER

808,800

NUMBER OF
SHARES

8 SHARED VOTING POWER

BENEFICIALLY
OWNED BY

0

EACH
REPORTING

9 SOLE DISPOSITIVE POWER

PERSON
WITH

808,800

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

808,800

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

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

8.13%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Anthony Stafford

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Ireland

7 SOLE VOTING POWER

808,800

NUMBER OF SHARES BENEFICIALLY OWNED BY

8 SHARED VOTING POWER

0

EACH 9 SOLE DISPOSITIVE POWER
REPORTING
PERSON 808,800
WITH -----

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
808,800

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8.13%

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This statement constitutes Amendment No. 2 to the Schedule 13D (the "Schedule 13D"), dated May 2, 2001, regarding the common stock (the "Shares"), of Comshare Inc., a Michigan corporation (the "Issuer"). All capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Schedule 13D.

This statement is being filed by Codec Systems Limited ("Codec"), a corporation organized under the laws of Ireland, and by Anthony Stafford (collectively, the "Filing Parties"), in accordance with Rule 13d-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). It refers only to information that has materially changed since the filing of Amendment No. 1 to the Schedule 13D on July 5, 2001.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Codec has acquired 808,800 Shares (as reported in Item 5) in the open

market at a total cost of approximately \$2,504,748 (including commissions). The source of funds for these purchases was working capital of Codec.

To the knowledge of the Filing Parties, Ronan Stafford, who is a director of Codec, the managing director of Codec Limited (which is a wholly-owned subsidiary of Codec) and the son of Anthony Stafford, acquired 6,700 Shares in the open market on or prior to February 9, 2001 at a total cost of approximately \$20,000 (including commissions). The Filing Parties disclaim ownership of the Shares beneficially owned by Ronan Stafford.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) As of the date hereof, Codec is the beneficial owner of 808,800 Shares, or approximately 8.13% of the 9,949,181 Shares outstanding as of March 31, 2001 (the "Outstanding Shares"), according to information contained in the Issuer's Quarterly Report on Form 10-Q for the quarter then ended. By virtue of his ownership of 90% of the issued and outstanding voting stock of Codec, Anthony Stafford may be deemed to beneficially own the Shares held by Codec. Anthony Stafford disclaims such beneficial ownership.

As of the date hereof, to the knowledge of the Filing Parties, Ronan Stafford is the beneficial owner of 6,700 Shares, less than 1% of the Outstanding Shares. The Filing Parties disclaim beneficial ownership of the Shares so held by Ronan Stafford.

(b) Codec has the sole power to vote and to dispose of the Shares beneficially held by it described in (a) above. Anthony Stafford may be deemed to have the same power by virtue of his ownership of 90% of the issued and outstanding voting stock of Codec.

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To the knowledge of the Filing Parties, Ronan Stafford has the sole power to vote and to dispose of the Shares beneficially held by him described in (a) above.

(c) The table below sets forth purchases of the Shares by the Filing Parties during the last 60 days (other than such purchases previously disclosed in Amendment No. 1 to the Schedule 13D). All of such purchases were effected by Codec on the NASDAQ National Market:

Date (2001)	Amount of Shares	Approximate Price Per Share (\$) (exclusive of commissions)
-----	-----	-----

7/17	6,000	2.95
7/25	4,300	3.18
7/26	89,700	3.15

To the knowledge of the Filing Parties, none of the persons named in Schedule I has purchased any Shares during the last 60 days.

(d) No other person or entity has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares beneficially owned by the Filing Parties and, to the knowledge of the Filing Parties, the Shares beneficially owned by Ronan Stafford.

(e) Not applicable.

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SIGNATURE

Each of the following certifies that the information set forth in this statement is true, complete and correct after reasonable inquiry and to the best of its knowledge and belief.

CODEC SYSTEMS LIMITED

By: /s/ CIARAN MURRAY

Name: Ciaran Murray
Title: Chief Financial Officer

Dated: August 3, 2001

/s/ANTHONY STAFFORD

Anthony Stafford