

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

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

Filing Date: **2009-01-26**
SEC Accession No. **0001193805-09-000140**

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

SUBJECT COMPANY

WESTAFF INC

CIK: **931911** | IRS No.: **941266151** | State of Incorporation: **DE** | Fiscal Year End: **1102**
Type: **SC 13G/A** | Act: **34** | File No.: **005-50455** | Film No.: **09544549**
SIC: **7363** Help supply services

Mailing Address
*P O BOX 9280
298 NORTH WIGET LANE
WALNUT CREEK CA
94598-2453*

Business Address
*298 NORTH WIGET LANE
WALNUT CREEK CA
94598-2453
9259305300*

FILED BY

Prince Capital Partners LLC

CIK: **1430372** | IRS No.: **205029282** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A**

Mailing Address
*2 GRAND CENTRAL TOWER,
140 EAST 45TH ST
28TH FLOOR
NEW YORK NY 10017*

Business Address
*2 GRAND CENTRAL TOWER,
140 EAST 45TH ST
28TH FLOOR
NEW YORK NY 10017
(212) 763-8839*

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1 (b) (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2 (b)

(Amendment No. 1) *

Westaff, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

957070105
(CUSIP Number)

December 31, 2008

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*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).

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CUSIP No. 957070105

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1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Auber Investments Ltd.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5 SOLE VOTING POWER

-

NUMBER OF 6 SHARED VOTING POWER

SHARES

BENEFICIALLY 1,500,000

OWNED BY

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

-

WITH

8 SHARED DISPOSITIVE POWER

1,500,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,500,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.98%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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 CUSIP No. 957070105

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1 NAME OF REPORTING PERSONS
 S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Prince Resources LDC

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

-

NUMBER OF 6 SHARED VOTING POWER
 SHARES
 BENEFICIALLY 1,500,000

OWNED BY 7 SOLE DISPOSITIVE POWER
 EACH

REPORTING 8
 PERSON -

WITH 8 SHARED DISPOSITIVE POWER

1,500,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,500,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.98%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC

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1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Prince Capital Partners LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(SEE INSTRUCTIONS) (b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

-

NUMBER OF 6 SHARED VOTING POWER
SHARES

BENEFICIALLY 1,500,000
OWNED BY

EACH 7 SOLE DISPOSITIVE POWER

REPORTING -
PERSON

WITH

8 SHARED DISPOSITIVE POWER

1,500,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,500,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.98%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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1 NAME OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

David Mayer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_ |
(SEE INSTRUCTIONS) (b) |X |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

1,500,000

7 SOLE DISPOSITIVE POWER

-

8 SHARED DISPOSITIVE POWER

1,500,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,500,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS) |_ |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.98%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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Item 1.

(a) Name of Issuer.

Westaff, Inc.

(b) Address of Issuer's Principal Executive Offices.

298 North Wiget Lane, Walnut Creek, California 94598-2453

Item 2.

(a) Name of Person Filing.

This Schedule 13G is being filed by Auber Investments Ltd., Prince Resources LDC, Prince Capital Partners LLC and David Mayer (collectively, the "Reporting Persons"). See Item 4 below.

(b) Address of Principal Business Office or, if none, Residence.

The principal business address of each of the Reporting Persons is:

2 Grand Central Tower, 140 East 45th Street, 28th Floor, New York, NY 10017

(c) Citizenship.

Auber Investments Ltd; British Virgin Islands
Prince Resources LDC; Cayman Islands

(d) Title of Class of Securities.

Common Stock

(e) CUSIP Number.

957070105

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Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act.
- (b) Bank as defined in Section 3(a)(6) of the Act.
- (c) Insurance Company as defined in Section 3(a)(19) of the Act.
- (d) Investment Company registered under Section 8 of the Investment Company Act.
- (e) Investment Adviser in accordance with Sec. 240.13d-1(b)(1)(ii)(E).
- (f) Employee Benefit Plan or Endowment Fund in accordance with Sec. 240.13d-1(b)(1)(ii)(F).
- (g) Parent holding company, in accordance with Sec. 240.13d-1(b)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.
- (j) Group, in accordance with Sec. 240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Sec. 240.13d-1(c), check this box .

Item 4. Ownership

(a) Amount Beneficially Owned.

Auber Investments Ltd: 1,500,000

Prince Resources LDC: 1,500,000 (Comprised of shares held by Auber Investments Ltd. Auber Investments Ltd. is indirectly wholly owned by Prince Resources LDC.)

Prince Capital Partners LLC: 1,500,000 (Comprised of shares held by Auber Investments Ltd. Prince Capital Partners LLC is

the investment manager with respect to such shares.)

David Mayer: 1,500,000 (Comprised of shares held by Auber Investments Ltd. Mr. Mayer is a managing member of Prince Capital Partners LLC, the investment manager with respect to the shares held by Auber Investments Ltd.)

- (b) Percent of Class.
- Auber Investments Ltd: 8.98%
 - Prince Resources LDC: 8.98%
 - Prince Capital Partners LLC: 8.98%
 - David Mayer: 8.98%

- (c) Number of shares as to which each such person has
- (i) sole power to vote or to direct the vote:
0 for all Reporting Persons.
 - (ii) shared power to vote or to direct the vote:
 - Auber Investments Ltd: 1,500,000
 - Prince Resources LDC: 1,500,000
 - Prince Capital Partners LLC: 1,500,000
 - David Mayer: 1,500,000

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- (iii) sole power to dispose or to direct the disposition of:
0 for all Reporting Persons
- (iv) shared power to dispose or to direct the disposition of:
 - Auber Investments Ltd: 1,500,000
 - Prince Resources LDC: 1,500,000
 - Prince Capital Partners LLC: 1,500,000
 - David Mayer: 1,500,000

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following |_ |

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired

the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

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Item 8. Identification and Classification of Members of the Group.

See Exhibit B.

Item 9. Notice of Dissolution of Group.

Not applicable.

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Item 10. Certification.

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

SIGNATURE

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.

Date: January 23, 2009

Auber Investments Ltd.

By: /s/ Herbert Selzer

Name: Herbert Selzer

Title: Director

Prince Resources LDC

By: /s/ Piero Di Capua

Name: Piero Di Capua

Title: Director

Prince Capital Partners LLC

By: /s/ David Mayer

Name: David Mayer
Title: Managing Member

/s/ David Mayer

David Mayer

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

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EXHIBIT A

The undersigned hereby agree jointly to prepare and file with regulatory authorities a Schedule 13G and any amendments thereto reporting each of the undersigned's ownership of securities of Westaff, Inc. and hereby affirm that such Schedule 13G is being filed on behalf of each of the undersigned.

Auber Investments Ltd.

By: /s/ Herbert Selzer

Name: Herbert Selzer
Title: Director

Prince Resources LDC

By: /s/ Piero Di Capua

Name: Piero Di Capua
Title: Director

Prince Capital Partners LLC

By: /s/ David Mayer

Name: David Mayer
Title: Managing Member

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EXHIBIT B

Due to the relationships between them, the Reporting Persons may be deemed to constitute a "group" with one another. The Reporting Persons disclaim the existence of any such "group."

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