

# 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: **1995-06-01**  
SEC Accession No. **0000950124-95-001627**

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### SUBJECT COMPANY

#### **PACIFIC GATEWAY PROPERTIES INC**

CIK: **743443** | IRS No.: **042816560** | State of Incorporation: **NY** | Fiscal Year End: **1231**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-35269** | Film No.: **95544035**  
SIC: **6512** Operators of nonresidential buildings

Mailing Address  
*ONE RINCON CENTER  
101 SPEAR ST STE 215  
SAN FRANCISCO CA 94105*

Business Address  
*ONE RINCON CENTER  
101 SPEAR ST STE 215  
SAN FRANCISCO CA 94105  
4155438600*

### FILED BY

#### **GOLDBERG PERRY**

CIK: **930611** | State of Incorporation: **IL** | Fiscal Year End: **1231**  
Type: **SC 13D/A**

Mailing Address  
*C/O SPECKS & GOLDBERG  
10 SOUTH WACKER DRIVE  
SUITE 3600  
CHICAGO IL 60606*

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SUITE 3600  
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3127154000*

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Schedule 13D

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

PACIFIC GATEWAY PROPERTIES, INC.  
(Name of Issuer)

Common Stock Par Value \$1.00 Per Share  
(Title of Class of Securities)

694329103  
(CUSIP Number)

Perry Goldberg  
Specks & Goldberg  
10 S. Wacker Drive  
Suite 3600  
Chicago, IL 60606  
(312) 715-4566

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

May 23, 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. 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).

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1. Name of Reporting Person:

Perry Goldberg

2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

3. SEC Use Only

4. Source of Funds: PF/00

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):

6. Citizenship or Place of Organization: United States

Number of

Shares

7. Sole Voting Power: 208,600

Beneficially

8. Shared Voting Power: 145,300

Owned By

Each

9. Sole Dispositive Power: 208,600

Reporting

Person

10. Shared Dispositive Power: 145,300

With

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

353,900

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

x

13. Percent of Class Represented by Amount in Row (11): 9.1%

14. Type of Reporting Person: IN

This statement constitutes Amendment No. 3 to the Statement on Schedule 13D filed with the Securities and Exchange Commission on October 27, 1993, as amended to date (the "Schedule 13D") by Perry Goldberg ("Mr. Goldberg") in connection with the beneficial ownership of shares of Common Stock, par value \$1.00 per share of Pacific Gateway Properties, Inc. Capitalized terms used herein and not defined herein shall have the meaning ascribed thereto in the Schedule 13D. Unless otherwise provided herein, there are no material changes to the information set forth in Amendment No. 2 to the Schedule 13D filed on May 23, 1995.

1. Item 3. Source and Amount of Funds or Other Consideration. is hereby amended and restated as follows:

Mr. Goldberg has purchased the Shares being reported herein out of his personal funds for an aggregate purchase price of \$858,245.96, except for 1,200 Shares being reported herein and purchased by Mr. Goldberg's wife, Margaret Goldberg, out of her personal funds for an aggregate purchase price of \$19,672.00, and 144,100 Shares being reported herein and purchased by the Specks & Goldberg Ltd. Profit Sharing Plan and Trust (the "Profit Sharing Plan"), out of the Profit Sharing Plan's assets for an aggregate purchase price of \$915,753.00.

2. Item 5. Interest in Securities of the Issuer. is hereby amended and restated as follows:

Mr. Goldberg beneficially owns 353,900 Shares, or approximately 9.1% of the Company's outstanding shares as of March 31, 1995. The percentages set forth herein are based on 3,892,596 Shares outstanding as of March 31, 1995, as reported by the Company on Form 10Q. In addition, Mr. Goldberg disclaims beneficial ownership of 9,400 Shares owned of record by his two adult daughters, but with respect to which Mr. Goldberg may be deemed to be the beneficial owner.

Mr. Goldberg has (i) sole voting and sole dispositive power with respect to 208,600 Shares, and (ii) shared voting power and shared dispositive power with respect to 145,300 Shares, 144,100 Shares of which are owned of record by the Profit Sharing Plan for which Mr. Goldberg is a trustee, and 1,200 Shares which are owned of record by his wife, Margaret Goldberg. In addition, Mr. Goldberg disclaims beneficial ownership of 9,400 Shares owned by his two adult daughters (neither of whom resides with Mr. Goldberg), but as to which shares Mr. Goldberg may be deemed to have voting and/or dispositive powers.

The information contained in the table attached hereto as Exhibit 2 (which itemizes all transactions in the Shares effected by Mr. Goldberg during the past sixty (60) days) is hereby incorporated herein by reference.

Mr. Goldberg's wife, Margaret Goldberg, has the right to receive dividends and sale proceeds in respect of the 1,200 Shares owned of record in her name.

The Profit Sharing Plan has the right to receive dividends and sale proceeds in respect of the 144,100 Shares for which it is the record owner.

3. Item 7. Material to be Filed as Exhibits. is hereby amended by adding thereto the following:

Exhibit 2 Table filed in response to Item 5(c) of Schedule 13D with respect to transactions in Shares effected by Mr. Goldberg in the sixty (60) days preceding the date hereof.

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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.

Dated: May 30, 1995

/s/ PERRY GOLDBERG  
Perry Goldberg

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#### EXHIBIT INDEX

Exhibit No.	Document Description	Page No.
2	Table filed in response to Item 5(c) of Schedule 13D with respect to transactions in Shares effected by Mr. Goldberg in the sixty (60) days preceding the date hereof.	6

## EXHIBIT 2

TRANSACTIONS IN THE SHARES EFFECTED BY  
MR. GOLDBERG IN THE PAST SIXTY DAYS\*

&lt;TABLE&gt;

&lt;CAPTION&gt;

Trade Date	Number of Shares Purchased or (Sold)	Price Per Share	Where/How Effected
<S>	<C>	<C>	<C>
May 9, 1995	Purchased 25,000	\$ 3.50	American Stock Exchange
May 23, 1995	Purchased 9,000	\$ 3.375	American Stock Exchange
May 23, 1995	Purchased 11,800	\$ 3.375	American Stock Exchange
Total Purchased: 45,800 Shares			

&lt;/TABLE&gt;

\* These transactions were effected by the Profit Sharing Plan. There were no transactions in the Shares in the past sixty days effected by Mr. Goldberg, Mr. Goldberg's wife or either of Mr. Goldberg's daughters.