

# 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: **1994-02-02**  
SEC Accession No. **0000899681-94-000011**

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### SUBJECT COMPANY

#### **POLARIS INDUSTRIES PARTNERS L P**

CIK: **816951** | IRS No.: **112871657** | State of Incorpor.: **DE** | Fiscal Year End: **1231**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-40579** | Film No.: **94504238**  
SIC: **3790** Miscellaneous transportation equipment

Business Address  
1225 HWY 169 NORTH  
MINNEAPOLIS MN 55441  
6125420500

### FILED BY

#### **EIP ASSOCIATES L P**

CIK: **918462** | State of Incorpor.: **DE** | Fiscal Year End: **1231**  
Type: **SC 13D/A**

Mailing Address  
33 FLYING POINT ROAD  
SOUTHAMPTON NY 11968

Business Address  
1225 HIGHWAY 169 NORTH  
MINNEAPOLIS MN 55441  
6125420500

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

POLARIS INDUSTRIES PARTNERS L.P.  
(Name of Issuer)

Units of Beneficial Assignment of Class  
A Limited Partnership Interests ("BACs")  
(Title of Class of Securities)

731069 10 0  
(CUSIP Number)

Victor K. Atkins, Jr.  
EIP Capital Corporation  
33 Flying Point Road  
Southampton, NY 11968  
(516) 283-1915

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

January 27, 1994  
(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).

Page 1 of 6 Pages

SCHEDULE 13D

CUSIP No. 731069 10 0 Page 2 of 6 Pages

1 NAME OF REPORTING PERSON

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

EIP Associates L.P.

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

2 (a) | |  
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

00

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

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

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

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

12 | |

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

14 TYPE OF REPORTING PERSON\*  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 731069 10 0 Page 3 of 6 Pages

1 NAME OF REPORTING PERSON

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

EIP Capital Corporation

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

2 (a) | |  
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
00

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES 7 SOLE VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON 8 SHARED VOTING POWER less than 5%

9 SOLE DISPOSITIVE POWER

PERSON 10 SHARED DISPOSITIVE POWER less than 5%  
WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
less than 5%

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

12 / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
less than 5%

14 TYPE OF REPORTING PERSON\*  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 731069 10 0 Page 4 of 6 Pages

1 NAME OF REPORTING PERSON

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

Victor K. Atkins, Jr.

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

2 (a) | |  
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
00

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

NUMBER OF 7 SOLE VOTING POWER  
SHARES

BENEFICIALLY 8 SHARED VOTING POWER less than 5%  
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 10 SHARED DISPOSITIVE POWER less than 5%  
PERSON WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

less than 5%

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

12 / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
less than 5%

14 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 5. Interest in Securities of the Issuer.

On January 6, 1994, EIP Associates L.P. ("EIP Associates") converted its 850,000 Second Rights to acquire BACs of Polaris Industries Partners L.P. into 850,000 BACs. On January 27, 1994, EIP Associates distributed all of such BACs to its partners in the following amounts: 382,500 to Victor K. Atkins, Jr., 382,500 to EIP I L.P. (formerly Hutton EIP L.P.) and 85,000 to EIP Capital Corporation. As a result of such distribution, each of the filing persons named on the signature page hereof has ceased to be the beneficial owner of more than five percent of the BACs.

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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.

Dated: January 31, 1994

EIP ASSOCIATES L.P.

By: EIP Capital Corporation,  
as Managing General Partner

By: /s/ Victor K. Atkins, Jr.  
Victor K. Atkins, Jr.  
President, Secretary and  
Treasurer

EIP CAPITAL CORPORATION

By: /s/ Victor K. Atkins, Jr.

Victor K. Atkins, Jr.  
President, Secretary and  
Treasurer

/s/ Victor K. Atkins, Jr.  
Victor K. Atkins, Jr.