

# 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. **0000950103-95-000032**

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

### SUBJECT COMPANY

#### **AIR & WATER TECHNOLOGIES CORP**

CIK: **823556** | IRS No.: **133418759** | State of Incorporation: **DE** | Fiscal Year End: **1031**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-40516** | Film No.: **95500986**  
SIC: **8711** Engineering services

Mailing Address  
*P O BOX 1500  
SOMERVILLE NJ 08876*

Business Address  
*U S HWY 22 WEST &  
STATION RD  
BRANCHBURG NJ 08876  
2016854000*

### FILED BY

#### **COMPAGNIE GENERALE DES EAUX**

CIK: **920617** | State of Incorporation: **IO** | Fiscal Year End: **1231**  
Type: **SC 13D/A**

Mailing Address  
*C/O COMPAGNIE GENERALE  
DES EAUX  
52 RUE D'ANJOU  
PARIS IO 75384*

Business Address  
*52 RUE D ANJOU  
PARIS IO 75384  
0113314924*

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 11)

Air & Water Technologies Corporation  
(Name of Issuer)

Class A Common Stock  
\$.001 par value

Series A Convertible Exchangeable Preferred Stock  
\$.01 par value  
(Title of Class of Securities)

009058108  
(CUSIP Number)

Compagnie Generale des Eaux  
(Name of Persons Filing Statement)

John A. Bick  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, New York 10017  
Tel. No.: (212) 450-4000  
(Name, Address and Telephone Number of  
Person Authorized to Receive Notices  
and Communications)

December 16, 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 statement because of Rule 13d-1(b)(3) or (4), check the following:  
[ ].

Check the following box if a fee is being paid with this statement:  
[ ].

SCHEDULE 13D

CUSIP No. 009058108

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1 | NAME OF REPORTING PERSON  
 | S. S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 |  
 | Compagnie Generale des Eaux

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

3 | SEC USE ONLY

4 | SOURCE OF FUNDS  
 | WC and 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  
 | France

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER Common Stock: 13,367,975 Series A Preferred Stock: 1,200,000 (See Item 5)
	8	SHARED VOTING POWER None
	9	SOLE DISPOSITIVE POWER Common Stock: 13,367,975 Series A Preferred Stock: 1,200,000 (See Item 5)
	10	SHARED DISPOSITIVE POWER None

11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Common Stock: 13,367,975  
Series A Preferred Stock: 1,200,000

2 OF 6

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 49.3%	
14	TYPE OF REPORTING PERSON CO	

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Compagnie Generale des Eaux ("Generale des Eaux" or "CGE"), hereby amends and supplements the report on Schedule 13D, originally filed on May 23, 1990, as amended (the "Schedule 13D"), with respect to the purchase of shares of Class A Common Stock, \$.001 par value (the "Class A Common Shares"), and 51/2% Series A Convertible Exchangeable Preferred Stock, \$.01 par value (the "Series A Preferred Stock"), of Air & Water Technologies Corporation (the "Company" or "AWT").

Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D.

Item 5. Interest in Securities of the Company.

The response set forth in Item 5 of the Schedule 13D is hereby amended and supplemented by the following information:

(a) In connection with the purchase price adjustment under the Investment Agreement dated March 30, 1994 with respect to the acquisition by the Company of Professional Services Group, Inc. from Anjou International Company, a wholly-owned subsidiary of Generale des Eaux, Anjou received from AWT an additional 201,500 shares of Class A Common Stock. For purposes of the purchase price adjustment and in accordance with the terms of the Investment Agreement, such shares were valued at \$10.00 a share. As a result, Generale des Eaux has acquired, and, for the purpose of Rule 13d-3 promulgated under the Exchange Act, will beneficially own 201,500 shares of Class A Common Stock, which, when added to the 13,166,475 Shares already owned beneficially by Generale des Eaux is 13,367,975, representing approximately 41.8% of the outstanding shares of Class A Common Stock of the Company. Generale des Eaux also beneficially owns 1,200,000 shares of the Series A Preferred Stock, which are convertible into 4,800,000 shares of the Class A Common Shares. The aggregate of the Class A Common Shares and the shares of the Series A Preferred Stock upon conversion beneficially owned by Generale des Eaux would represent approximately 49.3% of the Class A Common Shares.

Except as set forth in this Item 5(a), neither Generale des Eaux, nor any other person controlling Generale des Eaux, nor, to the best of its knowledge, any persons named in Schedule A or B to the Schedule 13D owns beneficially any Shares.

(b) Upon the acquisition of the 201,500 shares as described above, Generale des Eaux may be deemed pursuant to Rule 13d-3 to have the power to vote or to direct the vote, or to dispose or direct the disposition of 13,367,975 shares of Class A Common Stock.

(c) Other than as described herein, no transactions in the Shares have been effected since Amendment No. 10 to the Schedule 13D filed on January 10, 1995 by Generale des Eaux, any other person controlling Generale des Eaux, or to the best of its knowledge, any of the persons named in Schedule A or B to the Schedule 13D.

- (d) Inapplicable
- (e) Inapplicable

#### SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 11, 1995

COMPAGNIE GENERALE DES EAUX

By: /s/ Jean-Marc Espalioux

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Chief Financial Officer