

WORKGROUP TECHNOLOGY CORP
Form SC 13D/A
October 29, 2002

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

SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 4)

WORKGROUP TECHNOLOGY CORPORATION

(Name of Issuer)

COMMON STOCK, PAR VALUE \$.01 PER SHARE

(Title of Class of Securities)

980903 20 7

(CUSIP Number)

JOSEPH P. MULLANEY
PRESIDENT AND CHIEF OPERATING OFFICER
SOFTECH, INC.
2 HIGHWOOD DRIVE
TEWKSBURY, MA 08176
(781)890-8373

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

October 29, 2002

(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 [].

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

SOFTECH, INC.
04-2453033

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

Massachusetts

	7	SOLE VOTING POWER	
		129,501	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
		0	
	9	SOLE DISPOSITIVE POWER	
		129,501	
	10	SHARED DISPOSITIVE POWER	
		0	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

SOFTECH, INC. 229,501

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

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

12.5%

14 TYPE OF REPORTING PERSON* CO

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

 GREENLEAF CAPITAL, INC.
 38-3309224

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

Michigan

	7	SOLE VOTING POWER	
NUMBER OF		100,000	
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		0	
EACH			
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON		100,000	
WITH			
		10 SHARED DISPOSITIVE POWER	
		0	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

GREENLEAF CAPITAL 229,501

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

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

12.5%

14 TYPE OF REPORTING PERSON* CO

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

William D. Johnston

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

3 SEC USE ONLY

4 SOURCE OF FUNDS* AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7	SOLE VOTING POWER	
NUMBER OF		100,000	
SHARES		-----	
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY		0	
EACH		-----	
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON		100,000	
WITH		-----	
	10	SHARED DISPOSITIVE POWER	
		0	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

WILLIAM D. JOHNSTON 229,501

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

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

12.5%

14 TYPE OF REPORTING PERSON* IN

This Amendment No. 4 to the undersigned's Schedule 13D, which was originally filed on April 5, 2002 and amended by Amendment No. 1 on April 9, 2002, by Amendment No. 2 on June 14, 2002 and by Amendment No. 3 on September 13, 2002 (the "Schedule 13D") relating to the common stock, par value \$.01 per share (the "Common Stock"), of Workgroup Technology Corporation, a Delaware corporation (the "Issuer"), is filed to amend and supplement Items 3 through 7 of the Schedule 13D. Except as expressly stated herein, there have been no material changes in the information set forth in the Schedule 13D. Unless otherwise indicated, all capitalized terms shall have the same meaning as provided in the Schedule 13D.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The Reporting Persons intend to use funds from working capital to fund the purchase of Common Stock described under Item 4.

ITEM 4. PURPOSE OF TRANSACTION

SofTech and the Issuer have entered into an agreement in principal pursuant to which SofTech would acquire the Issuer for a purchase price of \$2.00 per share in cash. All other terms of the transaction, including the structure, are to be set forth in a definitive agreement. SofTech intends to finance the acquisition with funds from its own working capital and with funds from Greenleaf Capital's working capital. Greenleaf Capital has committed to provide SofTech with the necessary funds to consummate the intended transaction.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

- (a) On the basis of the understanding between them described in Item 4 of the Schedule 13D, the Reporting Persons are part of a group as defined in Section 13(d)(3) and therefore are each deemed to be the beneficial owners of 229,501 shares of Common Stock. Such shares constitute 12.5% of the issued and outstanding shares of Common Stock.
- (b) SofTech has sole voting and dispositive power with respect to 129,501 shares of Common Stock. Greenleaf Capital has sole voting and dispositive power with respect to 100,000 shares of Common Stock.
- (c) There have been no transactions in Common Stock since the filing of Amendment No.3 of the Schedule 13D on September 13, 2002.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

SofTech and Greenleaf Capital have agreed to vote their shares together regarding SofTech's intentions towards the Issuer but have not entered into any written agreement regarding such intentions. Neither has ceded voting control of the shares held of record by them to the other.

Greenleaf Capital has committed to provide SofTech with the necessary funds to consummate the intended transaction.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS.

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The following shall be filed as an exhibit:

3. Press release of SofTech, Inc., dated October 29, 2002.

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SIGNATURE

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

Dated: October 29, 2002

SOFTECH, INC.

/s/ Joseph P. Mullaney

Joseph P. Mullaney
President and COO

GREENLEAF CAPITAL, INC.

/s/ William D. Johnston

William D. Johnston
President

/s/ William D. Johnston

William D. Johnston

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EXHIBIT INDEX

3. Press release of SofTech, Inc. dated October 29, 2002.