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DAKOTA GROWERS PASTA CO INC

Form SC 13D/A

April 14, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 1)

Dakota Growers Pasta Company, Inc.

(Name of Issuer)

Common Stock (Par Value \$0.01 Per Share)

(Title of Class of Securities)

23422P106

(CUSIP Number)

Michael Tokarz
Chairman
MVC Capital, Inc.
287 Bowman Avenue, 2nd Floor
Purchase, NY 10577
(914) 701-0310

With a copy to:

John L. Eisel, Esq.
Wildman, Harrold, Allen & Dixon
225 West Wacker Drive, Suite 2800
Chicago, Illinois 60606-1229
(312) 201-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)
April 11, 2006

(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 ☐.

(Continued on following pages)
(Page 1 of 7 pages)

Edgar Filing: DAKOTA GROWERS PASTA CO INC - Form SC 13D/A

CUSIP No. 23422P106

13D

Page 2 of 7

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

MVC Capital, Inc.
I.R.S. Identification No. 94-3346760

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

(a) ☐

(b) ☐

- (3) SEC USE ONLY

- (4) SOURCE OF FUNDS (See Instructions)

WC

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

☐

- (6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

- (7) SOLE VOTING POWER

1,081,195

- (8) SHARED VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

- (9) SOLE DISPOSITIVE POWER

1,081,195

- (10) SHARED DISPOSITIVE POWER

0

- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,081,195

- (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See
Instructions)

☐

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

8.2%

- (14) TYPE OF REPORTING PERSON (See Instructions)

IV

CUSIP No. 23422P106

13D

Page 3 of 7

Item 1. Security and Issuer

This Amendment No. 1 amends and supplements the initial statement on Schedule 13D filed August 6, 2004 (the "Original Schedule 13D") by MVC Capital, Inc., a Delaware corporation ("MVC") with respect to the Common Stock, Par Value \$0.01 Per Share (the "Common Stock") of Dakota Growers Pasta Company, Inc., a North Dakota corporation (the "Issuer"). All capitalized terms used but not defined herein have the meanings ascribed them in the Original Schedule 13D. The Issuer's principal executive offices are located at One Pasta Avenue, Carrington, North Dakota 58421.

Item 2. Identity and Background

Item 2 of the Original Schedule 13D is deleted and replaced with the following:

This Schedule 13D is being filed by MVC Capital, Inc., a Delaware corporation, hereafter referred to as the "Reporting Person" or "MVC." MVC's principal executive offices are located at 287 Bowman Avenue, 2nd Floor, Purchase, New York 10577. MVC is a closed-end investment company registered as a business development company that seeks to provide long-term debt and equity investment capital to fund growth, acquisitions and recapitalizations of companies in a variety of industries.

The following table sets forth the name, address, citizenship and present principal occupation or employment of each executive officer and director of MVC (collectively the "Covered Persons").

Name	Current Business or Residence Address	Citizenship	Occ
Michael T. Tokarz	MVC Capital, Inc. 287 Bowman Avenue, 2nd Floor Purchase, NY 10577	USA	Director Manager
Bruce W. Shewmaker	MVC Capital, Inc. 287 Bowman Avenue, 2nd Floor Purchase, NY 10577	USA	Managin
Peter Seidenberg	MVC Capital, Inc. 287 Bowman Avenue, 2nd Floor Purchase, NY 10577	USA	Chief F
Scott Schuenke	MVC Capital, Inc. 287 Bowman Avenue, 2nd Floor Purchase, NY 10577	USA	Chief C
Jaclyn Shapiro-Rothchild	MVC Capital, Inc. 287 Bowman Avenue, 2nd Floor Purchase, NY 10577	USA	Vice Pr

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CUSIP No. 23422P106

13D

Page 4 of 7

Emilio A. Dominianni	MVC Capital, Inc. 287 Bowman Avenue, 2nd Floor Purchase, NY 10577	USA	Retired Counsel Consult Corp.
Gerald Hellerman	MVC Capital, Inc. 287 Bowman Avenue, 2nd Floor Purchase, NY 10577	USA	Princip Preside Income Preside Solutio
Robert C. Knapp	Millenco, L.P. 666 Fifth Avenue, 8th Floor New York, NY 10103	USA	Managin Partner
William E. Taylor	MVC Capital, Inc. 287 Bowman Avenue, 2nd Floor Purchase, NY 10577	USA	Certifi

During the last five years, neither the Reporting Person nor, to the best knowledge of the Reporting Person, any of the Covered Persons, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order, enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Original Schedule 13D is supplemented with the following:

The total amount of funds used by MVC to acquire the shares reported in Item 5(c) was \$433,190.65. All shares of the Issuer's Common Stock acquired by MVC have been acquired with corporate funds of MVC.

Item 4. Purpose of the Transaction.

Item 4 of the Original Schedule 13D is deleted and replaced with the following:

The Reporting Person purchased the shares of Common Stock based on its belief that the Common Stock represents an attractive investment opportunity.

Consistent with its investment purpose, the Reporting Person may engage in communications with one or more officers, directors, representatives or shareholders of the Issuer regarding the Issuer, including but not limited to its operations and its business, financial, and strategic plans. The Reporting Person may discuss ideas that, if effected, may result in one or more of the events described in clauses (a) through (j) of the instructions to Item 4 of Schedule 13D.

CUSIP No. 23422P106

13D

Page 5 of 7

In connection with MVC's initial investment in the Issuer, the Issuer agreed to appoint one designee of MVC to its board of directors, so long as MVC beneficially owns 50% or more of the Common Stock acquired by MVC pursuant to the Stock Purchase Agreement. MVC has named Michael T. Tokarz, the Chairman of MVC, as its designee. In addition, so long as MVC beneficially owns 50% or more of the Common Stock acquired pursuant to the Stock Purchase Agreement, a representative designated by MVC may attend, as an observer, all meetings of the Issuer's board of directors and is entitled to receive all written materials in connection with such meetings.

Concurrently with MVC's initial investment in the Issuer, the Issuer and MVC Financial Services, Inc., an affiliate of MVC ("MVC Financial"), entered into a written consulting agreement (the "Consulting Agreement"), pursuant to which MVC Financial provides certain advisory and consulting services to the Issuer. As compensation for such services, MVC Financial receives an annual consulting fee of \$75,000 and is reimbursed by the Issuer for all reasonable out-of-pocket expenses.

Except as disclosed in this Item 4, the Reporting Person does not have any current plans or proposals which relate to or would result in any of the events described in clauses (a) through (j) of the instructions to Item 4 of Schedule 13D. The Reporting Person expects to evaluate on an ongoing basis, subsequent developments affecting the Issuer, the Issuer's financial condition, business operations and prospects, conditions in the securities market generally, general economic and industry conditions, other investment and business opportunities available to the Reporting Person and other factors. Accordingly, the Reporting Person reserves the right to change its plans and intentions at any time, as it deems appropriate, and to consider and take various possible alternative courses of action with respect to the Issuer as it considers desirable in light of the circumstances then prevailing, including those which may result in one or more of the events set forth in clauses (a) through (j) of the instructions to Item 4 of Schedule 13D. In particular, the Reporting Person may, subject to the restrictions contained in the securities laws, at any time and from time to time acquire additional shares of the Issuer's Common Stock or securities convertible or exchangeable for the Common Stock in public or private transactions, dispose of Shares of the Common Stock or other securities in public or private transactions. Any such transactions may be effected at any time and from time to time, and on such terms as the Reporting Person may deem advisable.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Original Schedule 13D is deleted and replaced with the following:

The information set forth, or incorporated by reference, in Items 4 and 6 is hereby incorporated by reference.

(a) The aggregate percentage of the Common Stock reported owned by the Reporting Person named herein is based upon 13,169,382 shares of Common Stock outstanding as of March 17, 2006 (as set forth in the Issuer's most recent Form 10-Q filed on March 17, 2006).

As of the close of business on April 13, 2006, the Reporting Person owns 1,081,195 shares of Common Stock, constituting approximately 8.2% of the shares of Common Stock outstanding.

Edgar Filing: DAKOTA GROWERS PASTA CO INC - Form SC 13D/A

CUSIP No. 23422P106

13D

Page 6 of 7

(b) The Reporting Person has the sole power to vote and the sole power to dispose or to direct the disposition of the Common Stock reported for it in this Schedule 13D.

(c) During the past 60 days, the Reporting Person has made purchases of 87,288 shares of Common Stock in private transactions as set forth below:

Date	Transaction	Number of Shares	Price per Share
-----	-----	-----	-----
04/11/2006	Purchase	2,555	\$4.75
04/11/2006	Purchase	1,018	\$4.95
04/11/2006	Purchase	4,241	\$5.00
04/11/2006	Purchase	6,686	\$5.05
04/11/2006	Purchase	18,000	\$5.50
04/11/2006	Purchase	5,000	\$5.00
04/11/2006	Purchase	5,000	\$5.10
04/11/2006	Purchase	20,000	\$5.00
03/24/2006	Purchase	24,788	\$4.50

Except as set forth above, no other transactions in the Common Stock were effected during the past sixty days by the Reporting Person or the Covered Persons.

(d) No other person is known by the Reporting Person to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock beneficially owned by the Reporting Person or any Covered Person.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Response unchanged.

Item 7. Material to be filed as Exhibits.

Response unchanged.

CUSIP No. 23422P106

13D

Page 7 of 7

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and

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belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 14, 2006

MVC Capital, Inc.

/s/ Michael T. Tokarz

Name: Michael T. Tokarz

Title: Chairman