

BIRKS GROUP INC.
Form SC 13D/A
March 06, 2019

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 3)

Birks Group Inc.

(Name of Issuer)

Class A Voting Shares

(Title of Class of Securities)

09088U109

(CUSIP Number)

Etienne Biren, Mark Vrijhoef, Anthony Audia

1, rue Jean-Pierre Brasseur

+352 206 00 888 11

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

August 3, 2018

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 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).

1 NAMES OF REPORTING PERSONS

MONTEL SÀRL

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

LUXEMBOURG

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 8,846,692
9 SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

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8,846,692

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,846,692

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

49.26%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 NAMES OF REPORTING PERSONS

THE GRANDE ROUSSE TRUST

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

BERMUDA

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 13,646,692
SOLE DISPOSITIVE POWER

PERSON

WITH

0
10 SHARED DISPOSITIVE POWER

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13,646,692

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,646,692

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

75.98%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

1 NAMES OF REPORTING PERSONS

MERITUS TRUST COMPANY LIMITED

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

BERMUDA

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 13,646,692
9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
10 SHARED DISPOSITIVE POWER

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13,646,692

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,646,692

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

75.98%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 NAMES OF REPORTING PERSONS

MANGROVE HOLDING S.A.

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

SWITZERLAND

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 4,800,000
9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
10 SHARED DISPOSITIVE POWER

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4,800,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,800,000

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

26.72%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 NAMES OF REPORTING PERSONS

CONFIDO LIMITED

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

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

BERMUDA

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 13,646,692
SOLE DISPOSITIVE POWER

PERSON

WITH 0
10 SHARED DISPOSITIVE POWER

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13,646,692

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,646,692

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

75.98%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

Explanatory Note:

This Amendment No. 3 (the Amendment No. 3) amends and supplements the statement on Schedule 13D filed on January 14, 2013, as amended by Amendment No. 1, filed on December 22, 2015 and Amendment No. 2, filed on June 6, 2018, by Montrovest B.V., a corporation incorporated under the laws of the Netherlands, The Grande Rouse Trust, a trust established under the laws of Bermuda, Meritus Trust Company Limited, a corporation incorporated under the laws of Bermuda, Rohan Private Trust Company Ltd, a corporation incorporated under the laws of Bermuda, Montel Sàrl, a limited liability company organized under the laws of Luxembourg, Mangrove Holding S.A., a corporation incorporated under the laws of Switzerland, and Confido Limited, a corporation incorporated under the laws of Bermuda (the Schedule 13D).

On August 3, 2018, Montel Sàrl acquired Montrovest B.V. by way of a cross border legal merger in accordance with the provisions of Dutch law and Luxembourg law. As a result of the merger Montrovest B.V. ceased to exist and all of its assets and liabilities were transferred to Montel Sàrl.

Unless otherwise indicated herein, the information set forth in the Schedule 13D remains unchanged. Each capitalized term used in this Amendment No. 3 and not defined herein shall have the meanings ascribed to such term in the Schedule 13D.

Item 1. Security and Issuer

Item 1 is deleted in its entirety and replaced with the following text:

This Schedule 13D relates to Class A Voting Shares (Class A Shares) issued by Birks Group Inc., a Canadian corporation (Birks). The principal executive office of Birks is located at 2020 Robert-Bourassa Blvd., Suite 200, Montreal, Québec H3A 2A5 CANADA.

Item 2. Identity & Background

Item 2 is deleted in its entirety and replaced with the following text:

Montel Sàrl (Montel) is a limited liability company organized under the laws of Luxembourg, whose principal business address and principal office address is 44 rue de Strasbourg, L-2560 Luxembourg. The principal business of Montel is to be a holding and investment company. The Grande Rouse Trust is the sole shareholder of Montel.

Mangrove Holding S.A. (Mangrove) is a corporation incorporated under the laws of Switzerland whose principal business address and principal office address is 4 rue du Temple-Neuf, 2000 Neuchâtel, Switzerland. The principal business of Mangrove is to be a holding company. The Grande Rouse Trust is the sole shareholder of Mangrove.

The Grande Rouse Trust is a trust established under the laws of Bermuda whose principal business address and principal office address is 19 Par-La-Ville Road, 1st Floor, Hamilton, Bermuda HM11. Meritus (defined below) is the trustee of The Grande Rouse Trust. Confido (defined below) is the protector of The Grande Rouse Trust. The Grande Rouse Trust was established for the principal purpose of holding and preserving assets for the benefit of discretionary beneficiaries. The Grande Rouse Trust is the sole shareholder of Montel and of Mangrove.

Meritus Trust Company Limited (Meritus) is a limited company incorporated under the laws of Bermuda whose principal business address and principal office address is 19 Par-La-Ville Road, 1st Floor, Hamilton, HM11, Bermuda. Meritus is licensed to conduct trust business by the Bermuda Monetary Authority, and its principal business is to provide trust and fiduciary services.

Confido Limited (Confido), collectively with Montel, Mangrove, The Grande Rouse Trust and Meritus, the Reporting Persons) is a limited company incorporated under the laws of Bermuda whose principal business address is 19 Par-la-Ville Road, 1st Floor, Hamilton Bermuda. Confido s principal business is to act as protector of The Grande Rouse Trust. Confido has the power to remove the trustee of The Grande Rouse Trust. As a result, Confido may be deemed to have beneficial ownership of the Class A Shares.

During the last five years, none of the Reporting Persons or their respective executive officers, directors and control persons, have been convicted in a criminal proceeding. During the last five years, none of the Reporting Persons or their respective executive officers, directors and control persons, were a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which any such person was or is subject to a judgment, decree or final order enjoining future violations, or prohibiting or mandating activities subject to Federal or State securities laws or finding any violation with respect to such laws.

CUSIP No. 09088U109

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The executive officers, directors and control persons of Montel are:

| Name and Address | Position | Citizenship |
|---|----------|-------------|
| Etienne Biren | Manager | Belgian |
| 1, rue Jean-Pierre Brasseur, L-1258 Luxembourg | | |
| Mark Vrijhoef | Manager | Dutch |
| 1, rue Jean-Pierre Brasseur, L-1258 Luxembourg | | |
| Anthony Audia | Manager | French |
| 1, rue Jean-Pierre Brasseur, L-1258 Luxembourg | | |

The executive officers, directors and control persons of Mangrove are:

| Name and Address | Position | Citizenship |
|--|----------|-------------|
| Christian Reiser | Director | Swiss |
| 15, Chemin de la Retuelle 1252 Meinier, Geneva Switzerland | | |

The executive officers, directors and control persons of Meritus are:

| Name and Address | Position | Citizenship |
|---|----------|-------------|
| Dorothy Gazzard | Director | Canadian |
| Garden Grove 11 Melissa Lane, Warwick WK03 Bermuda | | |

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| | | |
|----------------------------|----------|----------|
| Barbara Patterson | Director | Canadian |
| Palm Vale | | |
| 4 Fairyland Lane, Pembroke | | |
| HM05 | | |
| Bermuda | | |
| Allan Wiekenkamp | Director | Canadian |
| 409 Belmonte PL | | |
| Nanaimo BC V9T 5A1 | | |
| Canada | | |
| Michelle Wolfe | Director | Canadian |
| Harbour Gardens | | |
| 2 Harbour Road | | |
| Paget PG 01 | | |
| Bermuda | | |

The executive officers, directors and control persons of Confido are:

| Name and Address | Position | Citizenship |
|---------------------------|----------|-------------|
| Peter O Brien | Director | Canadian |
| 4 Redpath Court | | |
| Montreal, Quebec H3G 1E1 | | |
| Canada | | |
| Mary Jane Gutteridge | Director | Bermudian |
| Coral Ridge | | |
| 11 Melville Road | | |
| Devonshire DV05, | | |
| Bermuda | | |
| Domingo Sugranyes Bickel | Director | Spanish |
| Marqués de Urquijo 10 007 | | |
| centro, | | |
| Madrid 28008, Spain | | |
| Antonie Jan de Ruiter | Director | Dutch |
| Spoorsingel 11 | | |
| 2871 TT Schoonhoven, | | |
| The Netherlands | | |

Item 5. Interest in Securities of the Issuer

Item 5 is deleted in its entirety and replaced with the following text:

(a) - (b)

Montel beneficially owns 8,846,692 Class A Shares, representing 49.26% of the outstanding Class A Shares. The Class A Shares beneficially owned by Montel represent 3,717,970 Class B Shares (the Class B Shares) convertible into 3,717,970 Class A Shares directly owned by Montel and 5,128,722 Class A Shares directly owned by Montel. The Class B Shares entitle the holder to ten votes for each Class B Share held and each Class B Share is convertible

into one Class A Share.

As the sole shareholder of Montel, The Grande Rousse Trust is deemed to beneficially own the 8,846,692 Class A Shares beneficially owned by Montel, representing 49.26% of the outstanding Class A Shares.

Mangrove beneficially owns 4,800,000 Class A Shares, representing 26.72% of the outstanding Class A Shares. The Class A Shares beneficially owned by Mangrove represent 4,000,000 Class B Shares convertible into 4,000,000 Class A Shares directly owned by Mangrove and 800,000 Class A Shares directly owned by Mangrove. The Class B Shares entitle the holder to ten votes for each Class B Share held and each Class B Share is convertible into one Class A Share.

Meritus, as trustee of The Grande Rousse Trust, owns 100% of Montel and 100% of Mangrove. As a result, the Class A Shares and Class B Shares held by Montel and Mangrove are deemed to be beneficially owned by The Grande Rousse Trust. The 13,646,692 Class A Shares beneficially owned by The Grande Rousse Trust represent 7,717,970 Class B Shares convertible into 7,717,970 Class A Shares directly owned by Montel and Mangrove and 5,928,722 Class A Shares directly owned by Montel and Mangrove, representing 75.98% of the outstanding Class A Shares.

As the trustee of The Grande Rousse Trust, Meritus is deemed to beneficially own the 13,646,692 Class A Shares beneficially owned by The Grande Rousse Trust. The Class A Shares beneficially owned by Meritus represent 7,717,970 Class B Shares convertible into 7,717,970 Class A Shares directly owned by Montel and Mangrove and 5,928,722 Class A Shares directly owned by Montel and Mangrove, representing 75.98% of the Class A Shares.

Confido has the power to remove the trustee of The Grande Rousse Trust. As a result, Confido may be deemed to have beneficial ownership of the shares of Class A Shares held by Mangrove or Montel. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that Confido is the beneficial owner of the shares of Class A Shares held by Mangrove or Montel for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and Confido disclaims beneficial ownership of such shares.

None of the officers, directors and control persons of, Montel, Mangrove, Confido and Meritus holds Class A Shares or Class B Shares, other than 2,500 Class A Shares owned by Peter O Brien

The number of Class A Shares as to which each of Montel, The Grande Rousse Trust, Meritus, Confido and Mangrove have sole voting power, shared voting power, sole dispositive power and shared dispositive power is set forth in boxes 7, 8, 9 and 10, respectively, on the second part of the cover page to this Schedule 13D, and such information is incorporated herein by reference.

(c)

Except as described in this Amendment No. 3, no other transactions involving the securities of Birks were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by the Reporting Persons.

(d)

No other person is known to have a right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Class A Shares beneficially owned by the Reporting Persons.

Item 7. Materials to be Filed as Exhibits

1. Agreement Concerning Joint Filing of Schedule 13D, as amended, dated as of December 18, 2018 among Montel Sàrl, The Grande Rousse Trust, Meritus Trust Company Limited, Mangrove Holding S.A. and Confido Limited

SIGNATURE

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

Dated: December 18, 2018

Montel Sàrl

By: /s/ Etienne Biren
Name: Etienne Biren
Title: Manager

By: /s/ Anthony Audia
Name: Anthony Audia
Title: Manager

SIGNATURE

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

Dated: December 18, 2018

Meritus Trust Company Limited

As Trustee of The Grande Rousse Trust

By: /s/ Dorothy Gazzard
Name: Dorothy Gazzard
Title: Director

By: /s/ Michelle Wolfe
Name: Michelle Wolfe
Title: Director

SIGNATURE

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

Dated: December 18, 2018

Meritus Trust Company Limited

By: /s/ Dorothy Gazzard
Name: Dorothy Gazzard
Title: Director

By: /s/ Michelle Wolfe
Name: Michelle Wolfe
Title: Director

SIGNATURE

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

Dated: December 18, 2018

Mangrove Holding S.A.

By: /s/ Christian Reiser
Name: Christian Reiser
Title: Director

SIGNATURE

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

Dated: December 18, 2018

Confido Limited

By: /s/ Mary Jane Gutteridge
Name: Mary Jane Gutteridge
Title: Director

Exhibit Index

| Exhibit No. | Description |
|------------------------|---|
| Exhibit 1 | Agreement Concerning Joint Filing of Schedule 13D, as amended, dated as of December 18, 2018 among Montel Sàrl., The Grande Rousse Trust, Meritus Trust Company Limited, Mangrove Holding S.A. and Confido Limited. |