

Edgar Filing: UNI MARTS INC - Form SC 13D/A

UNI MARTS INC  
Form SC 13D/A  
January 25, 2002

Schedule 13D

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

SCHEDULE 13D

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

UNI-MARTS, INC.  
-----  
(Name of Issuer)

Common Stock, \$0.10 par value  
-----  
Title of Class of Securities

904571304  
-----  
(CUSIP Number)

William F. Griffin, Jr., Davis, Malm & D'Agostine, P.C., One Boston Place,  
-----  
Boston, MA 617-367-2500  
-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

January 24, 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 (S)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 (S)240.13d-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).

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CUSIP No. 904571 30 4

-----  
NAME OF REPORTING PERSON  
1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
  
HP Limited Partnership (EIN: 05-0502603)

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

-----  
SEC USE ONLY  
3

-----  
SOURCE OF FUNDS (SEE INSTRUCTIONS)  
4  
WC

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

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION  
6  
USA

-----  
SOLE VOTING POWER  
7  
NUMBER OF 701,000  
SHARES

-----  
SHARED VOTING POWER  
8  
BENEFICIALLY OWNED BY 0

-----  
SOLE DISPOSITIVE POWER  
9  
EACH REPORTING PERSON 701,000

-----  
SHARED DISPOSITIVE POWER  
10  
WITH 0

-----  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
11  
701,000

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

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-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13 9.91%

-----  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
14 PN  
-----

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CUSIP No. 904571 30 4

-----  
NAME OF REPORTING PERSON  
1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
  
Yeota Betty Haseotes

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

-----  
SEC USE ONLY  
3

-----  
SOURCE OF FUNDS (SEE INSTRUCTIONS)  
4 WC

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

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION  
6 USA

-----  
SOLE VOTING POWER  
7  
NUMBER OF 701,000  
SHARES

-----  
SHARED VOTING POWER  
8  
BENEFICIALLY OWNED BY 0

-----  
SOLE DISPOSITIVE POWER  
9  
EACH

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REPORTING	701,000
PERSON	-----
	SHARED DISPOSITIVE POWER
WITH	10
	0
-----	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	701,000
-----	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
	<input type="checkbox"/>
-----	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	9.91%
-----	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	IN
-----	

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Item 4. Purpose of Transaction

In the Partnership's view, the present management of the issuer is not committed to maximizing the value of the issuer's Common Stock. Accordingly, the Partnership has determined that it is in its best interests to realize upon the value of its investment in the issuer by (a) selling its investment to a third party in a tender offer or business combination transaction, (b) joining with one or more third parties in making a tender offer or business combination transaction, (c) joining with one or more third parties in seeking to change the present management of the issuer, or (d) taking other action to enhance and realize upon the value of its investment in the issuer.

Item 5. Interest in Securities of the Issuer

- (a) The Partnership owns beneficially 701,000 shares of Common Stock of the issuer, constituting 9.91% of the issued and outstanding shares of Common Stock of the issuer (based upon the number of shares outstanding on December 5, 2001, as disclosed in the issuer's Form 10-K for the fiscal year ended September 30, 2001.
- (b) The Partnership has sole power to vote and dispose of the securities referred to in paragraph 5(a). Under the rules of the Securities and Exchange Commission, Yeota Betty Haseotes, the sole general partner of the Partnership, may also be deemed to have sole power to vote and dispose of said securities.
- (c) During the past 60 days, the Partnership effected the following

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transactions in the Common Stock of the issuer:

Date	No. Shs.	Price per Share
----	-----	-----
January 17, 2002	7,900	\$2.60
January 18, 2002	2,400	2.60
January 22, 2002	1,300	2.90
January 23, 2002	6,200	2.90
January 24, 2002	15,000	2.95
January 24, 2002	16,800	2.90

All such transactions were open market purchases on the American Stock Exchange.

(d) No other person is known to have the right to direct the receipt of dividends from, or the proceeds from the sale of such securities.

(e) Not applicable.

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Signature

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

Date: January 24, 2002 HP LIMITED PARTNERSHIP

By /S/ YEOTA BETTY HASEOTES

-----  
Yeota Betty Haseotes,  
General Partner

/S/ YEOTA BETTY HASEOTES

-----  
Yeota Betty Haseotes

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)