

Edgar Filing: SMITH THOMAS W - Form SC 13G/A

| | | |
|---------------|--|--------------------------|
| SHARES | | |
| BENEFICIALLY | 2,330,720 | |
| OWNED BY EACH | ----- | |
| REPORTING | 6 | SHARED VOTING POWER |
| PERSON | | |
| WITH | 0 | |
| | ----- | |
| | 7 | SOLE DISPOSITIVE POWER |
| | | |
| | 3,182,970 | |
| | ----- | |
| | 8 | SHARED DISPOSITIVE POWER |
| | | |
| | 0 | |
| | ----- | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 3,182,970 | |
| | ----- | |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | |
| | NOT APPLICABLE | |
| | ----- | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | |
| | 6.3% | |
| | ----- | |
| 12 | TYPE OF REPORTING PERSON | |
| | IN | |
| | ----- | |

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EXPLANATORY NOTE: This Amendment No. 9 on Schedule 13G is being filed (i) pursuant to Rule 13d-2(d) of the Securities Exchange Act of 1934, as amended, to reflect changes in the beneficial ownership of the Reporting Person, and (ii) to reflect the removal of Scott J. Vassalluzzo and Daniel J. Englander as joint filers based on the fact that, as of the date of this filing, Messrs. Vassalluzzo and Englander no longer beneficially own more than five percent of the issuer's common stock.

- ITEM 1. (A) NAME OF ISSUER:
OCA, Inc.
- (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
3850 North Causeway Boulevard
Suite 800
Metairie, LA 70002
- ITEM 2. (A) NAME OF PERSON FILING:
Thomas W. Smith
- (B) ADDRESS OF PRINCIPAL BUSINESS OFFICE:
323 Railroad Avenue
Greenwich, CT 06830
- (C) CITIZENSHIP:

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United States

(D) TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$.01 per share.

(E) CUSIP NUMBER:

67083Q101

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B) OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

ITEM 4. OWNERSHIP

(a) 3,182,970

(b) 6.3%

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(c) Thomas W. Smith has the sole power to vote or to direct the vote of 2,330,720 shares, and to dispose or to direct the disposition of 3,182,970 shares. Mr. Smith, shares the power to vote or to direct the vote of and to dispose or to direct the disposition of no shares.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

As of the date of this filing, Scott J. Vassalluzzo and Daniel J. Englander ceased to beneficially own more than five percent of the outstanding common stock of the issuer.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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

Date: June 17, 2005

/s/ Thomas W. Smith

Thomas W. Smith

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