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MILLENCO LP/NY
Form SC 13D/A
January 16, 2003

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

SCHEDULE 13D/A
Amendment No. 2

Under the Securities Exchange Act of 1934

meVC Draper Fisher Jurvetson Fund I, Inc.
(Name of Issuer)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

5538291002
(CUSIP Number)

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

January 16, 2003
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box.

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) 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).

Page 1 of 7

CUSIP No. 5538291002

SCHEDULE 13D

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NAME OF REPORTING PERSON
and I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

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1 MillenCo, L.P., 13-3532932

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2

(b)

3 SEC USE ONLY

SOURCE OF FUNDS

4 OO

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

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

NUMBER OF SHARES		SOLE VOTING POWER	
7		1,099,500	6.66%

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER	
8		-0-	0%

		SOLE DISPOSITIVE POWER	
9		1,099,500	6.66%

		SHARED DISPOSITIVE POWER	
10		-0-	0%

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 1,099,500

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 6.66%

TYPE OF REPORTING PERSON

14 PN

Page 2 of 7

Item 1. Security and Issuer.

This Amendment No. 2 relates to the common stock, par value \$.01 per share of MeVC Draper Juvetson Fund I, Inc. which conducts business under the name MVC Capital (the "Company"), and amends the Schedule 13D, filed with the Securities and Exchange Commission on June 12, 2002, as amended. The Schedule 13D, as so amended, is hereinafter referred to as the "Schedule."

This Amendment is filed in accordance with Rule 13d-2 of the Securities Exchange Act of 1934, as amended, by MillenCo, L.P. ("Millenco"). It shall refer only to information that has materially changed since the filing of the Schedule.

Item 4. Purpose of Transaction.

This following information supplements the information included in Item 4

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of the Schedule.

On December 19, 2002, the Delaware Chancery Court, in an action commenced by Millenco against the Company and John R. Grillos, Larry J. Gerhard, Harold E. Hughes, Jr. and Chauncey F. Lufkin, required the Company to hold new elections for the three directors who were elected to the board in 2001 and 2002, finding that the Company had used materially misleading proxy materials in soliciting proxies. The Court has subsequently ordered the Company to hold a meeting for the election of these directors not later than February 28, 2003.

Millenco intends to propose an opposing slate of directors at the meeting. Its intentions are based on current circumstances and are subject to change at any time.

On or about January 16, 2003, Millenco sent to the Company's stockholders a letter dated January 15, 2003, disclosing the Court decision and advising the stockholders that Millenco intends to propose a slate of directors for election on the proposed meeting.

Item 5. Interest in Securities of the Issuer.

Millenco owns 1,099,500 shares of the Company's common stock, representing 6.66% of the outstanding common stock.

On December 23, 2002, Millenco purchased 50,000 shares of common stock at an average price of \$8.22278 per share. Millenco did not engage in any other transactions in the Company's common stock during the 60 days prior to the date of this Amendment No. 2.

Item 7. Material to be filed as Exhibits.

Exhibit 1. Letter dated January 15, 2003, from MillenCo, L.P. to the Company's stockholders.

Page 3 of 7

SIGNATURES

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

Dated January 16, 2003

MILLENCO, L.P.
By: MILLENNIUM MANAGEMENT, LLC
General Partner

By: _____
Terry Feeney, Chief Operating Officer

Page 4 of 7