

Edgar Filing: COST PLUS INC/CA/ - Form SC 13G/A

COST PLUS INC/CA/
Form SC 13G/A
February 02, 2007

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

OMB APPROVAL

OMB Number 3235-0145

Expires: February 28, 2009

Estimated average burden
hours per response . . . 11

SCHEDULE 13G

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

Cost Plus, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

221485105

(CUSIP Number)

December 31, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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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PAGE 1 OF 7 PAGES

CUSIP No. 221485105

13G

Page 2 of 7 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

Manulife Financial Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ☐ (b) ☐
N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Canada

5 SOLE VOTING POWER

-0-

Number of
Shares
Beneficially

6 SHARED VOTING POWER

-0-

Owned by
Each
Reporting
Person
With

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiary, MFC
Global Investment Management (U.S.A.) Limited

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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See line 9 above.

12 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

PAGE 2 OF 7 PAGES

CUSIP No. 221485105

13G

Page 3 of 7 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

MFC Global Investment Management (U.S.A) Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ☐
(b) ☐
N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

5 SOLE VOTING POWER

11,090

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

6 SHARED VOTING POWER

-0-

7 SOLE DISPOSITIVE POWER

11,090

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,090

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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.0502%

12 TYPE OF REPORTING PERSON*

IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

PAGE 3 OF 7 PAGES

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

Item 1(a) Name of Issuer:
Cost Plus, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:
200 4th Street
Oakland, California 94607

Item 2(a) Name of Person Filing:
This filing is made on behalf of Manulife Financial Corporation ("MFC"), and MFC's indirect, wholly-owned subsidiary, MFC Global Investment Management (U.S.A.) Limited ("MFC Global").

Item 2(b) Address of the Principal Offices:
The principal business offices of MFC and MFC Global are located at 200 Bloor Street, East, Toronto, Ontario, Canada, M4W 1E5.

Item 2(c) Citizenship:
MFC and MFC Global are organized and exist under the laws of Canada.

Item 2(d) Title of Class of Securities:
Common Stock

Item 2(e) CUSIP Number:
221485105

Item 3 If the Statement is being filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

MFC: (g) (X) Parent Holding Company, in accordance with ss.240.13d-1(b) (ii) (G).

MFC

Global: (e) (X) Investment Adviser registered under ss.203 of the Investment Advisers Act of 1940.

Item 4 Ownership:

(a) Amount Beneficially Owned: MFC Global has beneficial ownership of 11,090 shares of Common Stock. Through its parent-subsiidiary relationship to MFC Global, MFC may be deemed to have beneficial ownership of these same shares.

(b) Percent of Class: Of the 22,084,239 shares outstanding as of December 5, 2006, according to the issuer's quarterly report on form 10-Q for the period ended October 28, 2006, MFC

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Global held .0502%.

PAGE 4 OF 7 PAGES

(c) Number of shares as to which the person has:

- (i) sole power to vote or to direct the vote:
MFC Global has sole power to vote or to direct the voting of the shares of Common Stock it beneficially owns.
- (ii) shared power to vote or to direct the vote: -0-
- (iii) sole power to dispose or to direct the disposition of:
MFC Global has sole power to dispose or to direct the disposition of the shares of Common Stock it beneficially owns.
- (iv) shared power to dispose or to direct the disposition of:
-0-

- Item 5 Ownership of Five Percent or Less of a Class:
If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following {X}.
- 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:
See Items 3 and 4 above.
- Item 8 Identification and Classification of Members of the Group:
Not applicable.
- Item 9 Notice of Dissolution of a Group:
Not applicable.
- Item 10 Certification:
By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

PAGE 5 OF 7 PAGES

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is

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true, complete and correct.

Manulife Financial Corporation

Dated: February 2, 2007

By: /s/ Scott A. Lively
Name: Scott A. Lively
Title: Attorney in Fact*

MFC Global Investment Management (U.S.A) Limited

Dated: February 2, 2007

By: /s/ Gordon Pansegrau
Name: Gordon Pansegrau
Title: General Counsel, Chief Compliance Officer & Secretary

* Signed pursuant to a Power of Attorney dated January 31, 2007 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Manulife Financial Corporation on February 1, 2007.

PAGE 6 OF 7 PAGES

EXHIBIT A

JOINT FILING AGREEMENT

Manulife Financial Corporation and MFC Global Investment Management (U.S.A.) Limited agree that the Terminated Schedule 13G (Amendment No. 1) to which this Agreement is attached, relating to the Common Stock of Cost Plus, Inc., is filed on behalf of each of them.

Manulife Financial Corporation

Dated: February 2, 2007

By: /s/ Scott A. Lively
Name: Scott A. Lively
Title: Attorney in Fact*

MFC Global Investment Management (U.S.A) Limited

Dated: February 2, 2007

By: /s/ Gordon Pansegrau
Name: Gordon Pansegrau
Title: General Counsel, Chief Compliance Officer & Secretary

* Signed pursuant to a Power of Attorney dated January 31, 2007 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Manulife Financial Corporation on February 1, 2007.

