

Edgar Filing: FINANCIAL FEDERAL CORP - Form SC 13G

FINANCIAL FEDERAL CORP
Form SC 13G
February 12, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 3) *

FINANCIAL FEDERAL CORPORATION
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

317492106
(CUSIP Number)

December 31, 2001
(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 (the "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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SCHEDULE 13G

CUSIP No. 317492106

PAGE 2 OF 6 PAGES

1 NAME OF REPORTING PERSON

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S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Michael C. Palitz

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

| | | | |
|--|---|--------------------------|-----------|
| NUMBER OF SHARES | 5 | SOLE VOTING POWER | 1,145,913 |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER | 525 |
| | 7 | SOLE DISPOSITIVE POWER | 1,145,913 |
| | 8 | SHARED DISPOSITIVE POWER | 525 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,146,438

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7%

12 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No. 317492106

PAGE 3 OF 6 PAGES

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
MCP, INC.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Wyoming

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| | | | |
|----------------------------|---|--|--------------------------|
| NUMBER OF SHARES | 5 | SOLE VOTING POWER | 908,480 |
| BENEFICIALLY OWNED BY | 6 | SHARED VOTING POWER | 0 |
| EACH REPORTING PERSON WITH | 7 | SOLE DISPOSITIVE POWER | 908,480 |
| | 8 | SHARED DISPOSITIVE POWER | 0 |
| 9 | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 908,480 |
| 10 | | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| 11 | | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | 6% |
| 12 | | TYPE OF REPORTING PERSON* | CO |

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1 (a) Name of Issuer

FINANCIAL FEDERAL CORPORATION

(b) Address of Issuer's Principal Executive Offices

733 Third Avenue, 7th Floor, New York, NY 10017

Item 2 (a) Name of Person Filing (b) Address of Principal Business Office or, if none, Residence:

Michael C. Palitz

173 Riverside Drive
New York, NY 10024

MCP, INC.

c/o Michael C. Palitz
173 Riverside Drive
New York, NY 10024

(c) Citizenship:

See Item 4 of Pages 2 and 3

(d) Title of Class of Securities

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Common Stock

(e) CUSIP Number:

317492106

Item 3 If this statement is filed pursuant to Rule 13d-1(c),
check this box. [X]

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Item 4 Ownership

(a) Amount Beneficially Owned

See Item 9 of Pages 2 and 3

(b) Percent of Class

See Item 11 of Pages 2 and 3

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

(i) sole power to vote or to direct the vote:
See Item 5 of Pages 2 and 3

(ii) shared power to vote or to direct the vote:
See Item 6 of Pages 2 and 3

(iii) sole power to dispose or to direct the disposition
of: See Item 7 of Pages 2 and 3

(iv) shared power to dispose or to direct the disposition
of: See Item 8 of Pages 2 and 3

Item 5 Ownership of Five Percent or Less of a Class.
Not Applicable

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

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Pages

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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.

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.

2/12/02
[Date]

/s/ Michael C. Palitz
[Signature]

Michael C. Palitz
[Name, Title]

The undersigned hereby agree that for the Schedule 13G said schedule may be filed on our behalf and included in the one filing of Schedule 13G, pursuant to Rule 13d-1(k)(1).

MCP, INC.

By: /s/ Michael C. Palitz
Michael C. Palitz, President

By: /s/ Michael C. Palitz
Michael C. Palitz