

Edgar Filing: META GROUP INC - Form SC 13D/A

META GROUP INC  
Form SC 13D/A  
January 10, 2005

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 13D/A  
(Amendment No. 1)

Under the Securities Exchange Act of 1934

Meta Group, Inc.  
(Name of Issuer)

\$0.01 Par Value Common Stock  
(Title of Class of Securities)

591002100  
(CUSIP Number)

Stephen P. Wink, Esq.  
First Albany Companies Inc.  
30 South Pearl Street  
Albany, New York 12207  
(518) 447-8500

with a copy to  
Howard Kelberg, Esq.  
Milbank, Tweed, Hadley & McCloy LLP  
One Chase Manhattan Plaza

New York, NY 10005  
(212) 530-5530

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

December 27, 2004

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(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 Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [ ].

CUSIP NO.: 591002100

- (1) NAME OF REPORTING PERSON:  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:  
  
First Albany Companies Inc.
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- (a)  |X|

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(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS: 00

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

(6) CITIZENSHIP OR PLACE OF ORGANIZATION:

First Albany Companies Inc. is organized under the laws of the State of New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

(7) SOLE VOTING POWER: 0

(8) SHARED VOTING POWER: 0

(9) SOLE DISPOSITIVE POWER: 0

(10) SHARED DISPOSITIVE POWER: 0

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

0 shares of common stock

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

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0%

(14) TYPE OF REPORTING PERSON: CO

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CUSIP NO.: 591002100

(1) NAME OF REPORTING PERSON:  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

First Albany Capital Inc. (f/k/a First Albany Corporation)

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

(a)

(b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS: WC

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

(6) CITIZENSHIP OR PLACE OF ORGANIZATION:

First Albany Capital Inc. is organized under the laws of the State of New York

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- (7) SOLE VOTING POWER: 0
- (8) SHARED VOTING POWER: 0
- (9) SOLE DISPOSITIVE POWER: 0
- (10) SHARED DISPOSITIVE POWER: 0
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
0 shares of common stock
- (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0%
- (14) TYPE OF REPORTING PERSON: CO

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CUSIP NO.: 591002100

- (1) NAME OF REPORTING PERSON:  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:  
George C. McNamee
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
  - (a)
  - (b)
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS: OO
- (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION:  
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- (7) SOLE VOTING POWER: 0
- (8) SHARED VOTING POWER: 0
- (9) SOLE DISPOSITIVE POWER: 0
- (10) SHARED DISPOSITIVE POWER: 0
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
0 shares of common stock

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- (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |\_|
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0%
- (14) TYPE OF REPORTING PERSON: IN

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INTRODUCTORY STATEMENT

This Amendment No. 1 to the Schedule 13D amends and supplements the Schedule 13D filed on June 26, 2001 (the "Schedule 13D") by First Albany Companies Inc., a New York Corporation ("FAC"), First Albany Capital Inc. (f/k/a First Albany Corporation), a New York Corporation ("First Albany") and George C. McNamee ("McNamee").

In October 2004, FAC transferred 853,924 shares of common stock, par value \$0.01 per share ("Common Stock") of Meta Group Incorporated to First Albany Capital Inc., a subsidiary of FAC. On December 27, 2004, First Albany Capital sold 850,000 shares of Common Stock in an open market transaction and on January 7, 2005, First Albany Capital sold 3,924 shares of Common Stock in an open market transaction. As a result, as at January 10, 2005, FAC no longer owned any shares of Common Stock. As of January 10, 2005, McNamee no longer beneficially owns any shares of Common Stock due to the expiration of his right to acquire 45,000 shares of Common Stock.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 of the Schedule 13D is hereby amended to read as follows:

As of January 10, 2005:

(a) Not applicable.

(b) Not applicable.

(c) Except as described in Schedule II hereto or in this Item 5(c), neither McNamee, FAC, nor First Albany, has effected any transactions in shares of Common Stock during the past 60 days.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such shares of Common Stock.

(e) As of December 27, 2004, FAC, First Albany and McNamee, individually and collectively, are no longer directly or indirectly the beneficial owners of more than 5% of shares of Common Stock. Pursuant to Rule 13d-2(b) of the Exchange Act, FAC, First Albany and McNamee, individually and collectively, are no longer reporting persons subject to the reporting requirements of Rule 13d-1 of the Exchange Act.

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SIGNATURE

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this Amendment No. 1 to Schedule 13D is true, complete and correct.

DATED: January 10, 2005

FIRST ALBANY COMPANIES INC.

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By: /s/ George C. McNamee

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Name: George C. McNamee  
Title: Chairman of the Board of  
Directors

FIRST ALBANY CAPITAL INC.

By: /s/ George C. McNamee

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Name: George C. McNamee  
Title: Chairman of the Board of  
Directors

GEORGE C. MCNAMEE

By: /s/ George C. McNamee

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SCHEDULE II

TRANSACTIONS

The following table sets forth the transactions in shares of Common Stock effected by First Albany Companies Inc. through First Albany Capital during the last 60 days.

FIRST ALBANY COMPANIES, INC.

| Date     | Number of Securities | Price<br>(including fees and<br>commissions) |
|----------|----------------------|--|
| 12/27/04 | 850,000              | \$9.80                                       |
| 1/7/05   | 3,924                | \$9.75                                       |

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