

Edgar Filing: GELMAN JAY - Form SC 13D/A

GELMAN JAY
Form SC 13D/A
December 01, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2 (a)
(Amendment No. 1)*

ALLIANCE DISTRIBUTORS HOLDING INC.

(NAME OF ISSUER)

COMMON STOCK, \$.001 PAR VALUE

(TITLE OF CLASS OF SECURITIES)

01858P105

(CUSIP NUMBER)

Jay Gelman 15-15 132nd Street College Point, New York 11356 (718) 747-1500

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO
RECEIVE NOTICES AND COMMUNICATIONS)

November 22, 2004

(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 that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(c), 13d-1(f) or 13d-1(g), check the following box. |_ |

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) 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 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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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

JAY GELMAN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (see Note)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (SEE ITEM 3)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF
SHARES

7 SOLE VOTING POWER

16,890,620 shares of common stock
(See Items 3 and 4)

BENEFICIALLY
OWNED BY

8 SHARED VOTING POWER

N/A

EACH
REPORTING

9 SOLE DISPOSITIVE POWER

8,226,671 shares of common stock

PERSON WITH
SHARED DISPOSITIVE POWER

10

N/A

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,890,620 shares of common stock

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

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|_ |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

31.97%

14 TYPE OF REPORTING PERSON

IN

Note: Jay Gelman is no longer a member of a group within the meaning of Rule 13d-5.

2

ITEM 1. SECURITY AND ISSUER.

The title of the class of equity securities to which this statement relates is common stock, \$.001 par value (the "common stock"), of Alliance Distributors Holding Inc., a Delaware corporation (the "Company"). The address of the principal executive offices of the Company is 15-15 132nd Street, College Point, New York 11356.

ITEM 2. IDENTITY AND BACKGROUND.

This statement on Schedule 13D is being filed by Jay Gelman. His business address is 15-15 132nd Street, College Point, New York 11356.

Mr. Gelman is the Chairman and Chief Executive Officer of the Company.

Mr. Gelman is a citizen of USA.

During the last five years, Mr. Gelman has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). Mr. Gelman was not, during the last five years, a party to a civil proceeding of a judicial or administrative body of competent jurisdiction.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

On November 22, 2004, 517,105 Series B Convertible Non Redeemable Preferred Stock, par value \$.001 ("Series B Preferred Shares"), of Essential Reality, Inc., a Nevada corporation ("Essential") and the predecessor of the Company, held by Mr. Gelman automatically converted into 8,226,671 shares of common stock of the Company (See Item 4).

On June 29, 2004 certain holders of Series A 6% Convertible Non Redeemable Preferred Stock, par value \$.001, ("Series A Preferred Shares") (the "Proxy Grantors") of Essential granted to Mr. Gelman an irrevocable proxy (the "Voting Proxy") to vote 526,225 Series A Preferred Shares owned by them and any shares of common stock into which such Series A Preferred Shares were converted. On November 22, 2004, 544,591 Series A Preferred Shares automatically converted into 8,663,949 shares of common stock of the Company (See Item 4).

ITEM 4. PURPOSE OF TRANSACTION.

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Reference is made to the Schedule 13D filed by Mr. Gelman on July 14, 2004 describing Essential's acquisition of Mr. Gelman's interest in a corporation and the issuance of 517,105 Series B Preferred Shares by the Company to Mr. Gelman as consideration for the purchase. In connection with this transaction, Jay Gelman acquired the Voting Proxy referred to in Item 3.

Effective November 22, 2004, Essential Reality, Inc., a Nevada corporation, (i) changed from a Nevada corporation to a Delaware corporation, and changed its name from Essential Reality, Inc. to Alliance Distributors Holding Inc. and (ii) completed a reverse split of its common stock on a one-for-44 basis. Upon the effectiveness of the reverse split and merger, the Series B Preferred Shares held by Mr. Gelman automatically converted into 8,226,671 shares of common stock, and 544,591 Series A Preferred Shares subject to the Voting Proxy automatically converted into 8,663,949 shares of common stock.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a)-(b) Mr. Gelman is the direct owner of 8,226,671 shares of common stock and the beneficial owner of 8,663,949 shares of common stock subject to the Voting Proxy (excludes Jay Gelman's 329,741 shares of Series A Convertible Non Redeemable Preferred Stock of the Company subject to the Voting Proxy which are not deemed to be beneficially owned by Mr. Gelman in accordance with Rule 13d-3 (3). Shareholders holding Series A Convertible Non Redeemable Preferred Stock of the Company vote as one class with the common stock, and each such share is entitled to 15.91 votes per share.

(c) Except for the transactions described in Items 3 and 4 above, Mr. Gelman did not engage in any transaction in the common stock of the Company.

(d) The shareholders listed on the signature pages to the Voting Proxy attached as an Exhibit to the Schedule 13D filed by Mr. Gelman on July 14, 2004, have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, 8,663,949 shares of common stock subject to the Voting Proxy.

(e) Mr. Gelman continues to be the beneficial owners of more than five percent of the outstanding Common Stock of the Company.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH THE ISSUER.

See Item 3 for information relating to the Voting Proxy granted to Mr. Gelman.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

N/A

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.

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Dated: December 1, 2004

By /s/ Jay Gelman

Jay Gelman
Chairman & CEO