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DOT HILL SYSTEMS CORP
Form SC 13G/A
March 05, 2003

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

DOT HILL SYSTEMS CORP.

(Name of Issuer)

COMMON STOCK, \$.001 PAR VALUE PER SHARE

(Title of Class of Securities)

25848T109

(CUSIP Number)

DECEMBER 31, 2002

(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

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1934 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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CUSIP No. 25848T109

1. Name of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

WILLIAM R. SAUEY

2. Check the Appropriate Box If a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization
UNITED STATES OF AMERICA

| | |
|---|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 5. Sole Voting Power 1,378,168 (1) |
| | 6. Shared Voting Power 0 |
| | 7. Sole Dispositive Power 1,378,168 (1) |
| | 8. Shared Dispositive Power 0 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,491,737

10. Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

NOT APPLICABLE

11. Percent of Class Represented by Amount in Row (9)
9.9%

12. Type of Reporting Person (See Instructions)
IN

(1) INCLUDES 74,792 SHARES ISSUABLE TO REPORTING PERSON UPON EXERCISE OF
OPTIONS TO PURCHASE COMMON STOCK WITHIN 60 DAYS OF DECEMBER 31, 2002.

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CUSIP No. 25848T109

1. Name of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

FLAMBEAU CORPORATION

2. Check the Appropriate Box If a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
WISCONSIN

| | | |
|---|-----------------------------|---------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 5. Sole Voting Power | 655,876 |
| | 6. Shared Voting Power | 0 |
| | 7. Sole Dispositive Power | 655,876 |
| | 8. Shared Dispositive Power | 0 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person
655,876

10. Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)
NOT APPLICABLE

11. Percent of Class Represented by Amount in Row (9)
2.6%

12. Type of Reporting Person (See Instructions)
CO

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CUSIP No. 25848T109

1. Name of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

FLAMBEAU PRODUCTS CORPORATION

2. Check the Appropriate Box If a Member of a Group (See Instructions)

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(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
OHIO

| | |
|---|--------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 5. Sole Voting Power 393,618 |
| | 6. Shared Voting Power 0 |
| | 7. Sole Dispositive Power 393,618 |
| | 8. Shared Dispositive Power 0 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person
393,618

10. Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)
NOT APPLICABLE

11. Percent of Class Represented by Amount in Row (9)
1.6%

12. Type of Reporting Person (See Instructions)
CO

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CUSIP No. 25848T109

1. Name of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

SEATS, INC.

2. Check the Appropriate Box If a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
WISCONSIN

| | |
|-----------|--------------------------------|
| NUMBER OF | 5. Sole Voting Power 64,075 |
|-----------|--------------------------------|

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SHARES -----
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 6. Shared Voting Power
0

7. Sole Dispositive Power
64,075

8. Shared Dispositive Power
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
64,075

10. Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions) []
NOT APPLICABLE

11. Percent of Class Represented by Amount in Row (9)
0.3%

12. Type of Reporting Person (See Instructions)
CO

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CUSIP No. 25848T109

ITEM 1.

- (a) Name of Issuer:
DOT HILL SYSTEMS CORP.
- (b) Address of Issuer's Principal Executive Offices:
6305 EL CAMINO REAL
CARLSBAD, CA 92009

ITEM 2.

- (a) Name of Person Filing:
WILLIAM R. SAUEY
FLAMBEAU CORPORATION
FLAMBEAU PRODUCTS CORPORATION
SEATS, INC.
- (b) Address of Principal Business Office, or if None, Residence:
WILLIAM R. SAUEY
NORDIC GROUP OF COMPANIES LTD
414 BROADWAY, SUITE 200
BARABOO, WI 53913

FLAMBEAU CORPORATION
801 LYNN AVENUE
BARABOO, WI 53913

FLAMBEAU PRODUCTS CORPORATION
1591 VALPLAST ROAD
MIDDLEFIELD, OH 44062

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SEATS, INC.
1515 INDUSTRIAL STREET
REEDSBURG, WI 53959

(c) Citizenship:

WILLIAM R. SAUEY: UNITED STATES

FLAMBEAU CORPORATION AND SEATS, INC.:
PLACE OF ORGANIZATION: WISCONSIN

FLAMBEAU PRODCUTS CORPORATION:
PLACE OF ORGANZIATION: OHIO

(d) Title of Class of Securities:
COMMON STOCK, \$.001 PAR VALUE SHARE

(e) CUSIP Number:
25848T109

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A: NOT APPLICABLE

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

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ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

| | |
|--------------------------------|-----------|
| (a) Amount beneficially owned: | |
| WILLIAM R. SAUEY: | 2,491,737 |
| FLAMBEAU CORPORATION: | 655,876 |
| FLAMBEAU PRODUCTS CORPORATION: | 393,618 |
| SEATS, INC.: | 64,075 |

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(b) Percent of class:

| | |
|--------------------------------|------|
| WILLIAM R. SAUEY: | 9.9% |
| FLAMBEAU CORPORATION: | 2.6% |
| FLAMBEAU PRODUCTS CORPORATION: | 1.6% |
| SEATS, INC.: | 0.3% |

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

(i) Sole power to vote or to direct the vote

| | |
|--------------------------------|-----------|
| WILLIAM R. SAUEY: | 1,378,168 |
| FLAMBEAU CORPORATION: | 655,876 |
| FLAMBEAU PRODUCTS CORPORATION: | 393,618 |
| SEATS, INC.: | 64,075 |

(ii) Shared power to vote or to direct the vote

| | |
|--------------------------------|---|
| WILLIAM R. SAUEY: | 0 |
| FLAMBEAU CORPORATION: | 0 |
| FLAMBEAU PRODUCTS CORPORATION: | 0 |
| SEATS, INC.: | 0 |

(iii) Sole power to dispose or to direct the disposition of

| | |
|--------------------------------|-----------|
| WILLIAM R. SAUEY: | 1,378,168 |
| FLAMBEAU CORPORATION: | 655,876 |
| FLAMBEAU PRODUCTS CORPORATION: | 393,618 |
| SEATS, INC.: | 64,075 |

(iv) Shared power to dispose or to direct the disposition of

| | |
|--------------------------------|---|
| WILLIAM R. SAUEY: | 0 |
| FLAMBEAU CORPORATION: | 0 |
| FLAMBEAU PRODUCTS CORPORATION: | 0 |
| SEATS, INC.: | 0 |

INSTRUCTION. For computations regarding securities which represent a right to acquire an underlying security SEE ss.240.13d3(d)(1).

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 [].

INSTRUCTION: Dissolution of a group requires a response to this item.

NOT APPLICABLE

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

If any 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 securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

NOT APPLICABLE

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ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

If a parent holding company or Control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

NOT APPLICABLE

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

If a group has filed this schedule pursuant to ss.240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to ss.240.13d-1(c) or ss.240.13d-1(d), attach an exhibit stating the identity of each member of the group.

NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

NOT APPLICABLE

ITEM 10. CERTIFICATIONS. NOT APPLICABLE

- (a) The following certification shall be included if the statement is filed pursuant to Rule 13d-1(b):

"By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and 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 such purpose or effect."

- (b) The following certification shall be included if the statement is filed pursuant to Rule 13d-1(c):

"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 such purpose or effect."

NOT APPLICABLE

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.

February 25, 2003

(Date)

/s/ William R. Sauey

(Signature)

William R. Sauey, Director

(Name/Title)

FLAMBEAU CORPORATION

By: /s/ William R. Sauey

(Signature)

William R. Sauey,
Chairman of the Board of Directors,
Flambeau Corporation

(Name/Title)

FLAMBEAU PRODUCTS CORPORATION

By: /s/ William R. Sauey

(Signature)

William R. Sauey,
Chairman of the Board of Directors
Flambeau Products Corporation

(Name/Title)

SEATS, INC.

By: /s/ William R. Sauey

(Signature)

William R. Sauey,
Chairman of the Board of Directors

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Seats, Inc.

(Name/Title)

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties for whom copies are to be sent.

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

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