

Edgar Filing: MOBILITY ELECTRONICS INC - Form SC 13D/A

MOBILITY ELECTRONICS INC
Form SC 13D/A
November 16, 2006

SEC POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION
CONTAINED IN THIS FORM 1746 (11-02) ARE NOT REQUIRED TO RESPOND UNLESS THE FORM
DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 2054

OMB APPROVAL

OMB Number: 3235-0145

Expires: February 28, 2009

Estimated average burden hours
per response 14.5

SCHEDULE 13D/A*

Under the Securities Exchange Act of 1934

Mobility Electronics, Inc.

(Name of Company)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

60741U101

(CUSIP Number of Class of Securities)

Robert Atchinson
Adage Capital Partners GP, L.L.C.
200 Clarendon Street, 52nd Floor
Boston, MA 02116
(617) 867-2800

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

November 14, 2006

(Date of Event which Requires
Filing of this Schedule)

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 ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-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 ss.240.13d-7 for other parties to whom copies are to be sent.

Edgar Filing: MOBILITY ELECTRONICS INC - Form SC 13D/A

* 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 disclosures provided in a prior cover page.

The information required on 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).

SCHEDULE 13D/A

CUSIP NO. 60741U101

PAGE 3 OF 10 PAGES

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Adage Capital Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

----- (a)
----- (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC (See Item 3)

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

6,851,800

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

Edgar Filing: MOBILITY ELECTRONICS INC - Form SC 13D/A

6,851,800

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
 6,851,800

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

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)
 21.6%

 14 TYPE OF REPORTING PERSON*
 PN

SCHEDULE 13D/A

 CUSIP NO. 60741U101 PAGE 4 OF 10 PAGES

 1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 Adage Capital Partners GP, L.L.C.

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_ |
 (b) |X |

 3 SEC USE ONLY

 4 SOURCE OF FUNDS*
 WC (See Item 3)

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e) |_ |

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

 7 SOLE VOTING POWER
 0

 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 8 SHARED VOTING POWER
 6,851,800

 9 SOLE DISPOSITIVE POWER
 0

Edgar Filing: MOBILITY ELECTRONICS INC - Form SC 13D/A

10 SHARED DISPOSITIVE POWER
6,851,800

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
6,851,800

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)
21.6%

14 TYPE OF REPORTING PERSON*
OO

SCHEDULE 13D/A

CUSIP NO. 60741U101 PAGE 5 OF 10 PAGES

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Adage Capital Advisors, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) |__|
(b) |X|

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) |__|

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER

0

Edgar Filing: MOBILITY ELECTRONICS INC - Form SC 13D/A

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	----- 8 ----- 9 ----- 10 -----	SHARED VOTING POWER 6,851,800 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 6,851,800	-----
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON	6,851,800	-----
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		_
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)	21.6%	-----
14	TYPE OF REPORTING PERSON*	00	-----

SCHEDULE 13D/A

-----	CUSIP NO. 60741U101	-----	PAGE 6 OF 10 PAGES
-------	---------------------	-------	--------------------

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Robert Atchinson	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	WC (See Item 3)	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	_

Edgar Filing: MOBILITY ELECTRONICS INC - Form SC 13D/A

6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware

	7 SOLE VOTING POWER
	0
NUMBER OF	-----
SHARES	8 SHARED VOTING POWER
BENEFICIALLY	6,851,800
OWNED BY	-----
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	0
PERSON WITH	-----
	10 SHARED DISPOSITIVE POWER
	6,851,800

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
	6,851,800

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

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)
	21.6%

14	TYPE OF REPORTING PERSON*
	IN

SCHEDULE 13D/A

-----	-----
CUSIP NO. 60741U101	PAGE 7 OF 10 PAGES
-----	-----

1	NAME OF REPORTING PERSON
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Phillip Gross

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

3	SEC USE ONLY

4	SOURCE OF FUNDS*
	WC (See Item 3)

Edgar Filing: MOBILITY ELECTRONICS INC - Form SC 13D/A

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
			0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
			6,851,800
	9	SOLE DISPOSITIVE POWER	
			0
	10	SHARED DISPOSITIVE POWER	
			6,851,800

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

6,851,800

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)

21.6%

14 TYPE OF REPORTING PERSON*

IN

CUSIP NO. 60741U101 SCHEDULE 13D/A PAGE 8 OF 10 PAGES

Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (the "Amendment No. 1") amends the Schedule 13D filed on October 23, 2006 (the "Original Schedule 13D"). This Amendment No. 1 is being filed by (i) Adage Capital Partners, L.P., a Delaware limited partnership ("ACP"), (ii) Adage Capital Partners GP, L.L.C., a limited liability company organized under the laws of the State of Delaware ("ACPGP"), (iii) Adage Capital Advisors, L.L.C., a limited liability company organized under the laws of the State of Delaware ("ACA"), (iv) Robert Atchinson ("Mr. Atchinson") and (v) Phillip Gross ("Mr. Gross" and together with ACP, ACPGP, ACA and Mr. Atchinson, the "Reporting Persons") relating to the shares of common stock, \$0.01 par value (the "Shares"), of Mobility Electronics, Inc., a Delaware corporation (the "Company").

The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Act. The agreement among the Reporting Persons to file jointly was

Edgar Filing: MOBILITY ELECTRONICS INC - Form SC 13D/A

previously filed as Exhibit A to the Original Schedule 13D.

ACP has the power to dispose of and the power to vote the Shares beneficially owned by it, which power may be exercised by its general partner, ACPGP. ACA, as managing member of ACPGP, directs ACPGP's operations. Neither ACPGP nor ACA directly own any Shares. By reason of the provisions of Rule 13d-3 of the Act, ACPGP and ACA may be deemed to own beneficially the Shares owned by ACP. Messrs. Atchinson and Gross, as managing members of ACA, have shared power to vote the Shares beneficially owned by ACP. Neither Mr. Atchinson nor Mr. Gross directly own any Shares. By reason of the provisions of Rule 13d-3 of the Act, each may be deemed to beneficially own the Shares beneficially owned by ACP.

ACPGP, ACA, Mr. Atchinson and Mr. Gross disclaim beneficial ownership of all of the Shares reported in this Schedule 13D.

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

Item 3 of the Original Schedule 13D is hereby amended and restated as follows:

The 6,851,800 Shares reported herein as being beneficially owned by the Reporting Persons were acquired at an aggregate purchase price of approximately \$45,546,867. The source of funds for the purchase of the Shares reported in this Amendment No. 1 was the working capital of ACP.

ITEM 5. INTEREST IN SECURITIES OF THE COMPANY.

Paragraphs (a), (b) and (c) of Item 5 of the Original Schedule 13D are hereby amended and restated as follows:

(a) The Reporting Persons may be deemed to beneficially own, in the aggregate, 6,851,800 Shares, constituting approximately 21.6% of such class of securities based upon the 31,691,489 Shares outstanding, which is the total number of Shares outstanding as reported in the Company's quarterly report filed on Form 10-Q for the quarter ended September 30, 2006.

CUSIP NO. 60741U101 SCHEDULE 13D/A PAGE 9 OF 10 PAGES

(b) The Reporting Persons have shared voting and dispositive powers with respect to 6,851,800 Shares.

(c) The following transactions in the Shares were effected by the Reporting Persons since the filing of the Original Schedule 13D. All of the Shares were purchased in open market transactions.

NAME	DATE	NUMBER OF SHARES PURCHASED/ (SOLD)	P
Adage Capital Partners, L.P.	11/14/2006	22,200	
Adage Capital Partners, L.P.	11/14/2006	14,000	

Edgar Filing: MOBILITY ELECTRONICS INC - Form SC 13D/A

Adage Capital Partners, L.P.	11/15/2006	54,000

Adage Capital Partners, L.P.	11/16/2006	109,800

CUSIP NO. 60741U101 SCHEDULE 13D/A PAGE 10 OF 10 PAGES

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 16, 2006

ADAGE CAPITAL PARTNERS, L.P.

BY: ADAGE CAPITAL PARTNERS GP, L.L.C.,
ITS GENERAL PARTNER
BY: ADAGE CAPITAL ADVISORS, L.L.C.,
ITS MANAGING MEMBER

/s/ Robert Atchinson

NAME: ROBERT ATCHINSON
TITLE: MANAGING MEMBER

ADAGE CAPITAL PARTNERS GP, L.L.C.
BY: ADAGE CAPITAL ADVISORS, L.L.C.,
ITS MANAGING MEMBER

/s/ Robert Atchinson

NAME: ROBERT ATCHINSON
TITLE: MANAGING MEMBER

ADAGE CAPITAL ADVISORS, L.L.C.

/s/ Robert Atchinson

NAME: ROBERT ATCHINSON
TITLE: MANAGING MEMBER

ROBERT ATCHINSON

/s/ Robert Atchinson

ROBERT ATCHINSON, INDIVIDUALLY

PHILLIP GROSS

/s/ Phillip Gross

PHILLIP GROSS, INDIVIDUALLY