

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

MOBILITY ELECTRONICS INC
Form SC 13D/A
November 28, 2006

UNITED STATES	----- OMB APPROVAL -----
SECURITIES AND EXCHANGE COMMISSION	OMB Number: 3235-0145 -----
WASHINGTON, D.C. 20549	Expires: February 28, 2009 -----
	Estimated average burden hours per response 14.5 -----

SCHEDULE 13D/A*
Under the Securities Exchange Act of 1934
(Amendment No. 2)

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 22, 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.

* 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

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7,179,995

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

7,179,995

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)

22.7%

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
8 SHARED VOTING POWER

7,179,995

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REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
7,179,995

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
7,179,995

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)
22.7%

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

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		0	
NUMBER OF	-----	-----	-----
SHARES	8	SHARED VOTING POWER	
BENEFICIALLY			
OWNED BY		7,179,995	
EACH	-----	-----	-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON WITH			
		0	
	-----	-----	-----
	10	SHARED DISPOSITIVE POWER	
		7,179,995	
-----	-----	-----	-----
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON		
	7,179,995		
-----	-----	-----	-----
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)		
	22.7%		
-----	-----	-----	-----
14	TYPE OF REPORTING PERSON*		
	OO		
-----	-----	-----	-----

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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)		[]
-----	-----	-----	-----

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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
7,179,995

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
7,179,995

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

7,179,995

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)

22.7%

14 TYPE OF REPORTING PERSON*

IN

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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)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

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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	
		7,179,995	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		7,179,995	

11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON	
		7,179,995	

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)	
		22.7%	

14		TYPE OF REPORTING PERSON*	
		IN	

CUSIP No. 607410101

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Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (the "Amendment No. 2") amends the Schedule 13D filed on October 23, 2006 (the "Original Schedule 13D") and the subsequent Schedule 13D/A filed on November 16, 2006 (the "Amendment No. 1"). This Amendment No. 2 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

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"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 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 Securities Exchange Act of 1934 (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 7,179,995 Shares reported herein as being beneficially owned by the Reporting Persons were acquired at an aggregate purchase price of approximately \$46,895,454. The source of funds for the purchase of the Shares reported in this Amendment No. 2 was the working capital ("WC") 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, 7,179,995 Shares, constituting approximately 22.7% of such class of securities based upon the 31,691,489

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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.

(b) The Reporting Persons have shared voting and dispositive powers with respect to 7,179,995 Shares.

(c) The following transactions in the Shares were effected by the Reporting Persons since the filing of the Amendment No. 1. All of the Shares were purchased in open market transactions.

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NAME	DATE	NUMBER OF SHARES PURCHASED/ (SOLD)	PRICE PER SHARE
Adage Capital Partners, L.P.	11/14/2006	22,200	\$2.97
Adage Capital Partners, L.P.	11/14/2006	14,000	\$3.09
Adage Capital Partners, L.P.	11/15/2006	54,000	\$3.13
Adage Capital Partners, L.P.	11/16/2006	109,800	\$3.21
Adage Capital Partners, L.P.	11/17/2006	171,400	\$3.22
Adage Capital Partners, L.P.	11/20/2006	75,100	\$3.20
Adage Capital Partners, L.P.	11/20/2006	3,100	\$3.27
Adage Capital Partners, L.P.	11/21/2006	46,149	\$3.41
Adage Capital Partners, L.P.	11/22/2006	32,446	\$3.41

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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 27, 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

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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