

Edgar Filing: NTN BUZZTIME INC - Form SC 13G

NTN BUZZTIME INC  
Form SC 13G  
January 07, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

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

NTN Buzztime, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.005

-----  
(Title of Class of Securities)

629410309

-----  
(CUSIP Number)

December 29, 2009

-----  
(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)

CUSIP No. 629410309  
-----

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

Kinderhook Partners, LP

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

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

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6. SHARED VOTING POWER

3,654,471

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3,654,471

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,654,471

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.05%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 629410309

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Kinderhook GP, LLC

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

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

3,654,471

7. SOLE DISPOSITIVE POWER

0

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8. SHARED DISPOSITIVE POWER

3,654,471

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,654,471

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.05%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 629410309

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Tushar Shah

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

0

6. SHARED VOTING POWER

3,654,471

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3,654,471

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,654,471

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

[ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.05%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN, HC

CUSIP No. 629410309

-----

1. `NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Stephen J. Clearman

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

(a) [ ]

(b) [X]

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

0

6. SHARED VOTING POWER

3,654,471

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3,654,471

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,654,471

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

[ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.05%

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12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN, HC

CUSIP No. 629410309  
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Item 1(a). Name of Issuer:

NTN Buzztime, Inc.  
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(b). Address of Issuer's Principal Executive Offices:

5966 La Place Court  
Carlsbad, CA 92008  
-----

Item 2(a). Name of Person Filing:

Kinderhook Partners, LP  
Kinderhook GP, LLC  
Tushar Shah  
Stephen J. Clearman  
-----

(b). Address of Principal Business Office, or if None, Residence:

1 Executive Drive  
Suite 160  
Fort Lee, NJ 07024  
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(c). Citizenship:

Kinderhook Partners, LP - Delaware  
Kinderhook GP, LLC - Delaware  
Tushar Shah - United States of America  
Stephen J. Clearman - United States of America  
-----

(d). Title of Class of Securities:

Common Stock, par value \$0.005  
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(e). CUSIP Number:

629410309  
-----

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:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.

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- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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:

Kinderhook Partners, LP - 3,654,471  
Kinderhook GP, LLC - 3,654,471  
Tushar Shah - 3,654,471  
Stephen J. Clearman - 3,654,471  
-----

(b) Percent of class:

Kinderhook Partners, LP - 6.05%  
Kinderhook GP, LLC - 6.05%  
Tushar Shah - 6.05%  
Stephen J. Clearman - 6.05%  
-----

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

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

Kinderhook Partners, LP - 0  
Kinderhook GP, LLC - 0  
Tushar Shah - 0  
Stephen J. Clearman - 0  
-----,

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

Kinderhook Partners, LP - 3,654,471  
Kinderhook GP, LLC - 3,654,471  
Tushar Shah - 3,654,471  
Stephen J. Clearman - 3,654,471  
-----,

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

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Kinderhook Partners, LP - 0  
Kinderhook GP, LLC - 0  
Tushar Shah - 0  
Stephen J. Clearman - 0

-----,

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

Kinderhook Partners, LP - 3,654,471  
Kinderhook GP, LLC - 3,654,471  
Tushar Shah - 3,654,471  
Stephen J. Clearman - 3,654,471

-----.

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 [ ].

N/A

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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.

N/A

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

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.

N/A

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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.

N/A

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Item 9. Notice of Dissolution of Group.

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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.

N/A  
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Item 10. Certification.

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.

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.

January 7, 2010  
-----

(Date)

KINDERHOOK PARTNERS, LP\*

By: Kinderhook GP, LLC  
General Partner

By: /s/ Tushar Shah  
-----  
Tushar Shah  
Managing Member

KINDERHOOK GP, LLC\*

By: /s/ Tushar Shah  
-----  
Tushar Shah  
Managing Member

/s/ Tushar Shah\*  
-----

Tushar Shah

/s/ Stephen J. Clearman\*  
-----

Stephen J. Clearman

\*The Reporting Persons disclaim beneficial ownership in the shares reported herein except to the extent of their pecuniary interest therein.

Exhibit A  
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AGREEMENT

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The undersigned agree that this statement on Schedule 13G dated January 7, 2010 relating to the Common Stock, par value \$0.005 of NTN Buzztime, Inc. shall be filed on behalf of the undersigned.

KINDERHOOK PARTNERS, LP\*

By: Kinderhook GP, LLC  
General Partner

By: /s/ Tushar Shah  
-----  
Tushar Shah  
Managing Member

KINDERHOOK GP, LLC\*

By: /s/ Tushar Shah  
-----  
Tushar Shah  
Managing Member

/s/ Tushar Shah\*  
-----  
Tushar Shah

/s/ Stephen J. Clearman\*  
-----  
Stephen J. Clearman

\*The Reporting Persons disclaim beneficial ownership in the shares reported herein except to the extent of their pecuniary interest therein.

SK 21702 0001 1061114