

Edgar Filing: SMITH THOMAS W - Form SC 13G/A

SMITH THOMAS W  
Form SC 13G/A  
February 14, 2005

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 8) \*

OCA, INC.  
(Name of Issuer)

COMMON STOCK, \$.01 PAR VALUE  
(Title of Class of Securities)

68750P 10 3  
(CUSIP Number)

DECEMBER 31, 2004  
(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 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).

CUSIP No. 68750P 10 3

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

THOMAS W. SMITH

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

-----  
3 SEC USE ONLY  
-----

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4 CITIZEN OR PLACE OF ORGANIZATION

UNITED STATES

-----  
5 SOLE VOTING POWER  
2,376,220  
-----  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH  
6 SHARED VOTING POWER  
5,350,700  
-----  
7 SOLE DISPOSITIVE POWER  
3,228,470  
-----  
8 SHARED DISPOSITIVE POWER  
5,350,700  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8,579,170  
-----

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
NOT APPLICABLE  
-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
17.1%  
-----

12 TYPE OF REPORTING PERSON  
IN  
-----

- 2 -

CUSIP No. 68750P 10 3  
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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)  
SCOTT J. VASSALLUZZO  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [x]  
-----

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3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

UNITED STATES

5 SOLE VOTING POWER

17,000

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

5,150,700

7 SOLE DISPOSITIVE POWER

99,000

8 SHARED DISPOSITIVE POWER

5,150,700

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,249,700

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

NOT APPLICABLE

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.5%

12 TYPE OF REPORTING PERSON

IN

- 4 -

CUSIP No. 68750P 10 3

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

DANIEL J. ENGLANDER

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]

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(b) [X]

3	SEC USE ONLY	
4	CITIZEN OR PLACE OF ORGANIZATION	UNITED STATES
5	SOLE VOTING POWER	21,866
6	SHARED VOTING POWER	200,000
7	SOLE DISPOSITIVE POWER	27,866
8	SHARED DISPOSITIVE POWER	200,000
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	227,866
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	NOT APPLICABLE
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.5%
12	TYPE OF REPORTING PERSON	IN

- 5 -

Explanatory Note: This Amendment No. 8 on Schedule 13G is being filed (i) pursuant to Rule 13d-2(b) of the Securities Exchange Act of 1934, as amended, to reflect changes in the information reported in the previous filing, and (ii) to reflect the removal of Thomas N. Tryforos as a joint filer based on the fact that, as of December 31, 2004, Mr. Tryforos no longer beneficially owns more than five percent of the issuer's common stock.

ITEM 1. (a) NAME OF ISSUER:

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OCA, Inc.

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

3850 North Causeway Boulevard  
Suite 800  
Metairie, LA 70002

ITEM 2. (a) NAME OF PERSON FILING:

- (i) Thomas W. Smith
- (ii) Scott J. Vassalluzzo
- (iii) Daniel J. Englander

The filing of this Statement shall not be deemed to be an admission that the filing persons comprise a "group" within the meaning of Section 13(d) (3) of the Securities Exchange Act of 1934, as amended. The Reporting Persons each disclaim beneficial ownership of the shares reported in this Schedule 13G in excess of those shares as to which they have or share voting or investment authority.

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The following is the address of the principal business office of each of the filing persons:

323 Railroad Avenue  
Greenwich, CT 06830

(c) CITIZENSHIP:

Each of Messrs. Thomas W. Smith, Scott J. Vassalluzzo and Daniel J. Englander is a United States citizen.

(d) TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$.01 per share.

(e) CUSIP NUMBER:

- 6 -

68750P 10 3

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(c), CHECK THIS BOX [X]

ITEM 4. OWNERSHIP

- (a) Thomas W. Smith - 8,579,170 shares; Scott J. Vassalluzzo - 5,249,700 shares; Daniel J. Englander - 227,866 shares
- (b) Thomas W. Smith - 17.1%; Scott J. Vassalluzzo - 10.5%; Daniel J.

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Englander - 0.5%

- (c) Messrs. Smith, Vassalluzzo and Englander have the sole power to vote or to direct the vote of 2,376,220, 17,000 and 21,866 shares, respectively, and to dispose or to direct the disposition of 3,228,470, 99,000 and 27,866 shares, respectively. Messrs. Smith, Vassalluzzo and Englander share the power to vote or to direct the vote of and to dispose or to direct the disposition of 5,350,700 5,150,700 and 200,000 shares, respectively.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

As of December 31, 2004, Thomas N. Tryforos ceased to beneficially own more than five percent of the outstanding common stock of the Issuer.

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

Messrs. Smith, Tryforos, Vassalluzzo and Englander in the aggregate beneficially own 6,467,170 shares in their capacities as investment managers for certain managed accounts. The managed accounts have the right to receive dividends from, and the proceeds from the sale of, the managed accounts' shares. Voting and investment authority over investment accounts established for the benefit of certain family members and friends of the Reporting Persons is subject to each beneficiary's right, if so provided, to terminate or otherwise direct the disposition of the Managed Account.

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

Not applicable.

- 7 -

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

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 that purpose or effect.

- 8 -

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.

Date: February 14, 2005

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/s/ Thomas W. Smith

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Thomas W. Smith

/s/ Scott J. Vassalluzzo

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Scott J. Vassalluzzo

/s/ Daniel J. Englander

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Daniel J. Englander

- 9 -

JOINT FILING AGREEMENT

The undersigned agree that the foregoing Statement on Schedule 13G, dated February 14, 2005, is being filed with the Securities and Exchange Commission on behalf of each of the undersigned pursuant to Rule 13d-1(k)

Dated: February 14, 2005

/s/ Thomas W. Smith

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Thomas W. Smith

/s/ Scott J. Vassalluzzo

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Scott J. Vassalluzzo

/s/ Daniel J. Englander

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Daniel J. Englander

- 10 -