

Edgar Filing: UNOVA INC - Form SC 13D/A

UNOVA INC
Form SC 13D/A
March 16, 2001

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)

UNOVA, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

91529B106

(CUSIP Number)

Eric J. Draut
Unitrin, Inc.
One East Wacker Drive
Chicago, IL 60601
(312) 661-4520

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

March 15, 2001

(Date of Event which Requires Filing of this Statement)

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.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.

(Continued on following pages)

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SCHEDULE 13D

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CUSIP No. 91529B106

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

Unitrin, Inc.
95-4255452

-
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) []
(b) []

-
3. SEC Use Only

-
4. Source of Funds (See Instructions)
See Item 3.

-
5. Check if Disclosure of Legal Proceedings Is Required Pursuant
to Items 2(d) or 2(e) []

-
6. Citizenship or Place of Organization
Delaware

| | | |
|---------------------|------------------------------|------------|
| Number of Shares | 7. Sole Voting Power | 0 |
| Beneficially | ----- | |
| Owned by | 8. Shared Voting Power | 12,657,764 |
| Each | ----- | |
| Reporting | 9. Sole Dispositive Power | 0 |
| Person | ----- | |
| With | 10. Shared Dispositive Power | 12,657,764 |

-
11. Aggregate Amount Beneficially Owned by Each Reporting Person
12,657,764 (owned indirectly through subsidiaries as noted on
pages 3 to 5)

-
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

-
13. Percent of Class Represented by Amount in Row (11)
22.5%

-
14. Type of Reporting Person (See Instructions)
HC, CO

CUSIP No. 91529B106

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

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Trinity Universal Insurance Company
75-0620550

-
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)]
(b)]
-

3. SEC Use Only

4. Source of Funds (See Instructions)
See Item 3.

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)]

6. Citizenship or Place of Organization
Texas

| | |
|--|------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. Sole Voting Power |
| | 0 |
| | 8. Shared Voting Power |
| | 5,711,449 |
| | 9. Sole Dispositive Power |
| 0 | |
| | 10. Shared Dispositive Power |
| | 5,711,449 |

11. Aggregate Amount Beneficially Owned by Each Reporting Person
5,711,449

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)]

13. Percent of Class Represented by Amount in Row (11)
10.1%

14. Type of Reporting Person (See Instructions)
IC, CO

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

United Insurance Company of America
36-1896670

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2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) []
(b) []

3. SEC Use Only

- 4. Source of Funds (See Instructions)
See Item 3.

- 5. Check if Disclosure of Legal Proceedings Is Required Pursuant
to Items 2(d) or 2(e) []

- 6. Citizenship or Place of Organization
Illinois

Number of Shares Beneficially Owned by Each Reporting Person With

| | |
|------------------------------|-----------|
| 7. Sole Voting Power | 0 |
| 8. Shared Voting Power | 5,450,988 |
| 9. Sole Dispositive Power | 0 |
| 10. Shared Dispositive Power | 5,450,988 |

- 11. Aggregate Amount Beneficially Owned by Each Reporting Person
5,450,988

- 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

- 13. Percent of Class Represented by Amount in Row (11)
9.7%

- 14. Type of Reporting Person (See Instructions)
IC, CO

CUSIP No. 91529B106

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

Union National Life Insurance Company
72-0340280

- 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) []
(b) []

3. SEC Use Only

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4. Source of Funds (See Instructions)
See Item 3.

5. Check if Disclosure of Legal Proceedings Is Required Pursuant
to Items 2(d) or 2(e) []

6. Citizenship or Place of Organization
Louisiana

Number of Shares Beneficially Owned by Each Reporting Person With

| | |
|------------------------------|-----------|
| 7. Sole Voting Power | 0 |
| 8. Shared Voting Power | 1,495,327 |
| 9. Sole Dispositive Power | 0 |
| 10. Shared Dispositive Power | 1,495,327 |

11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,495,327

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

13. Percent of Class Represented by Amount in Row (11)
2.7%

14. Type of Reporting Person (See Instructions)
IC, CO

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Amendment No. 2 to Schedule 13D

This Amendment No. 2 amends and supplements the Schedule 13D originally filed by Unitrin, Inc., Trinity Universal Insurance Company and United Insurance Company of America, dated November 3, 1997, as amended by Amendment No. 1, dated February 1, 2001. Terms used herein and not otherwise defined have the meanings given such terms in the original Schedule 13D, dated November 3, 1997.

Item 1. Security and Issuer

The class of equity securities to which this Schedule 13D relates is the common stock, par value \$.01 per share (the "Common Stock"), of UNOVA, Inc., a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at 21900 Burbank Boulevard, Woodland Hills, California 91367.

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Item 2. Identity and Background

For revised information concerning the directors and executive officers of Unitrin, Trinity and United and for information concerning the directors and executive officers of Union National Life Insurance Company, a Louisiana corporation ("Union"), 8282 Goodwood Boulevard, Baton Rouge, Louisiana 70806, see Schedules UNIT, T, U, and UNL, respectively, to this Amendment. All persons listed on such Schedules are U.S. citizens.

No filing person has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) during the past five years; nor, to the best knowledge and belief of the filing persons, has anyone listed in the attached Schedules been convicted in such proceedings.

To the best knowledge and belief of the filing persons, during the past five years no filing person nor anyone listed on the attached Schedules was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby restated in its entirety as follows:

The discussions between Unitrin and a third party regarding such party's proposed financing of the Issuer, as reported in Amendment No. 1 to Schedule 13D dated February 1, 2001, have terminated, and no financing of the Issuer involving Unitrin is expected to occur as the result of such discussions. Unitrin currently has no plans or proposals to provide the Issuer with any financing. However, in connection with Unitrin's evaluation of its investment in the Issuer, Unitrin may consider, make proposals with respect to, and/or enter into discussions regarding, one or more of the transactions and events specified in clauses (a) through (j) of Item 4 of Schedule 13D including transactions involving debt or equity financing of the Issuer. There can be no assurance that Unitrin will take any such actions or that, if taken, any such actions will be consummated or result in any transaction in the Issuer's securities.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is amended by adding the following information:

To the best knowledge and belief of the filing persons, during the past sixty (60) days no filing person nor anyone listed on the attached Schedules has entered into any transactions involving the Issuer's Common Stock. To the best knowledge and belief of the filing persons, no one listed on the attached Schedules beneficially owns shares of the Issuer's Common Stock.

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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.

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DATE: March 15, 2001

UNITRIN, INC.

By: /s/ Eric J. Draut

 Eric J. Draut
 Senior Vice President, Chief
 Financial Officer and Treasurer

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SCHEDULE UNIT

UNITRIN, INC.

| NAME (ALL U.S. CITIZENS UNLESS OTHERWISE NOTED) | BUSINESS ADDRESS | POSITION WITH UNITRIN (PRINCIPAL OCCUPATION, IF DIFFERENT, PRESENTED IN FOOTNOTES) |
|--|---------------------|---|
| James E. Annable | (2) | Director |
| David F. Bengston (8) | (1) | Vice President |
| Eric J. Draut (8) | (1) | Senior Vice President, Treasurer & Chief Financial Officer |
| Douglas G. Geoga | (3) | Director |
| Reuben L. Hedlund | (4) | Director |
| Jerrold V. Jerome | (5) | Director |
| William E. Johnston, Jr. | (6) | Director |
| Edward J. Konar | (1) | Vice President |
| Scott Renwick | (1) | Secretary & General Counsel |
| Richard Roeske (8) | (1) | Vice President and Controller |
| Fayez S. Sarofim | (7) | Director |
| Donald G. Southwell (8) | (1) | Senior Vice President |
| Richard C. Vie (8) | (1) | Chairman of the Board, President & Chief Executive Officer |

(1) One East Wacker Drive, Chicago, Illinois 60601.

(2) Mr. Annable is a Senior Vice President and Director of Economics of Bank One Corporation. One Bank One Plaza, Chicago, Illinois 60670.

(3) Mr. Geoga is President of Hospitality Investment Fund, L.L.C. 200 West Madison, 38th Floor, Chicago, Illinois 60606.

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- (4) Mr. Hedlund is a partner in the law firm of Hedlund, Hanley & Trafelet. Sears Tower, Suite 5700, Chicago, Illinois 60606.
- (5) Mr. Jerome is a retired executive. 41 Country Meadows Road, Rolling Hills Estates, CA 90274.
- (6) Mr. Johnston is a business executive. 155 N. Harbor Drive, Chicago, Illinois 60601.
- (7) Mr. Sarofim is the Chairman of the Board and President of Faye Sarofim & Co., a registered investment advisor. Two Houston Center, Suite 2907, Houston, Texas 77010
- (8) See also Schedule(s) T, UNL and/or U filed herewith.

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SCHEDULE U

UNITED INSURANCE COMPANY OF AMERICA

| NAME (ALL U.S. CITIZENS UNLESS OTHERWISE NOTED) | BUSINESS ADDRESS | POSITION WITH UNITED (PRINCIPAL OCCUPATION, IF DIFFERENT, PRESENTED IN FOOTNOTES) |
|--|---------------------|--|
|--|---------------------|--|

| | | |
|-------------------------|-----|--------------------------------------|
| Eric J. Draut (2) | (1) | (A) Director |
| Patricia G. Grider | (1) | Senior Vice President & Secretary |
| Richard J. Miller | (1) | Vice President |
| Thomas D. Myers (2) | (1) | Treasurer |
| Don M. Royster, Sr. | (1) | Director & President |
| David L. Smith | (1) | Vice President |
| Donald G. Southwell (2) | (1) | (A) Director & Chairman of the Board |
| Richard C. Vie (2) | (1) | (A) Director |
| Charles L. Wood (2) | (1) | Vice President |

- (1) One East Wacker Drive, Chicago, Illinois 60601.
- (2) See also Schedule(s) T, UNL, and/or UNIT, filed herewith.
- (A) Member, Investment Committee of the Board of Directors.

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SCHEDULE T

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TRINITY UNIVERSAL INSURANCE COMPANY

| NAME (ALL U.S. CITIZENS UNLESS OTHERWISE NOTED) | BUSINESS ADDRESS | POSITION WITH TRINITY (PRINCIPAL OCCUPATION, IF DIFFERENT, PRESENTED IN FOOTNOTES) |
|--|---------------------|---|
| David F. Bengston (3) | (1) | Director |
| Roger M. Buss | (2) | Vice President |
| Donald C. Crutchfield | (2) | Vice President |
| Eric J. Draut (3) | (1) | (A) Director |
| Judith E. Fagan | (2) | Senior Vice President, Secretary & Director |
| William P. Fisanick | (2) | Chief Actuary |
| Samuel L. Fitzpatrick | (1) | Director |
| Dennis O. Halsey | (2) | Senior Vice President |
| Ronald I. Henry | (2) | Vice President |
| Dorothy A. Langley | (2) | Vice President & Corporate Counsel |
| Richard Roeske (3) | (1) | Director |
| Donald G. Southwell (3) | (1) | President, Director & Chairman of the Board |
| Richard C. Vie (3) | (1) | (A) Director |

- (1) One East Wacker Drive, Chicago, Illinois 60601.
- (2) Trinity Universal Insurance Company, 10000 North Central Expressway, Dallas, Texas 75231
- (3) See also, Schedules(s) UNL, U, and/or UNIT, filed herewith.
- (A) Member, Investment Committee of the Board of Directors.

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SCHEDULE UNL

UNION NATIONAL LIFE INSURANCE COMPANY

| NAME (ALL U.S. CITIZENS UNLESS OTHERWISE NOTED) | BUSINESS ADDRESS | POSITION WITH UNION NATIONAL (PRINCIPAL OCCUPATION, IF DIFFERENT, PRESENTED IN FOOTNOTES) |
|--|---------------------|---|
|--|---------------------|---|

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| | | |
|-------------------------|-----|--------------------------------------|
| Eric J. Draut (3) | (1) | (A) Director |
| Jerry W. Hester | (2) | President & Director |
| R. Paul Hillman | (2) | Treasurer & Controller |
| James A. Marquette | (2) | Vice President & Secretary |
| Thomas D. Myers (3) | (1) | Vice President & Assistant Treasurer |
| Donald G. Southwell (3) | (1) | Director & Chairman of the Board |
| Richard C. Vie (3) | (1) | (A) Director |
| Charles L. Wood (3) | (1) | Director |

- (1) One East Wacker Drive, Chicago, Illinois 60601.
- (2) Union National Life Insurance Company, 8282 Goodwood Boulevard, Baton Rouge, Louisiana 70806
- (3) See also, Schedules(s) T, U, and/or UNIT, filed herewith.
- (A) Member, Investment Committee of the Board of Directors.