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CATALINA LIGHTING INC
Form SC 13D/A
June 20, 2002

OMB APPROVAL

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)
(Amendment No. 3)/1/

Catalina Lighting, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title Class of Securities)

148865-20-7

(CUSIP Number)

Rodger R. Krouse	David A. Gerson, Esq.
Marc J. Leder	Morgan, Lewis & Bockius LLP
Sun Capital Partners, LLC	One Oxford Centre
5200 Town Center Circle	Thirty-Second Floor
Suite 470	Pittsburgh, Pennsylvania 15219
Boca Raton, Florida 33486	(412) 560-3300
(561) 394-0550	

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

July 23, 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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

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/1/ 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 ("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).

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13D

Page 2 of 10

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION OF ABOVE PERSON

Sun Catalina Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

3,616,226

NUMBER OF SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

8 SHARED VOTING POWER

9 SOLE DISPOSITIVE POWER

3,327,197

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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3,616,226

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

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

70.5%

14 TYPE OF REPORTING PERSON

PN

*SEE INSTRUCTION BEFORE FILLING OUT

CUSIP No. 148865-10-8

13D

Page 3 of 10

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION OF ABOVE PERSON

Sun Capital Partners II, LP

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(b)

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Page 5 of 10

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S.S. OR I.R.S. IDENTIFICATION OF ABOVE PERSON

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1 Marc J. Leder

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(a)

(b)

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United States of America

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IN

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION OF ABOVE PERSON

Rodger R. Krouse

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(a)

(b)

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4 SOURCE OF FUNDS*

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The following constitutes Amendment No. 3 to the Schedule 13D filed on behalf of Sun Catalina Holdings, LLC, a Delaware limited liability company, Sun Capital Partners II, LP, a Delaware limited partnership, Sun Capital Advisors II, LP, a Delaware limited partnership, Sun Capital Partners, LLC, a Delaware limited liability company, Marc J. Leder and Rodger R. Krouse with the Securities and Exchange Commission dated August 2, 2001, as amended by Amendment No. 1 dated September 18, 2001 ("Amendment No. 1"), and Amendment No. 2 dated February 11, 2002 ("Amendment No. 2"), relating to the common stock, par value \$.01 (the "Common Stock"), of Catalina Lighting, Inc., a Florida corporation (the "Company"), with its principal executive offices located at 18191 N.W. 68th Avenue, Miami, Florida 33015. The Schedule 13D, as amended by Amendment No. 1 and Amendment No. 2 and as now further amended, is collectively referred to as "Schedule 13D". Except as specifically amended by this Amendment No. 3, the Schedule 13D, as amended by Amendment No. 1 and Amendment No. 2, remains in full force and effect.

Item 5. Interest in Securities of the Issuer

Item 5(a) is amended in its entirety to read as follows:

(a) Each of the Reporting Persons may be deemed to be the beneficial owner, within the meaning of Rule 13d-3 of the Exchange Act, of 3,616,226 shares of Common Stock, including 847,683 shares underlying warrants held by Sun Catalina, which constitutes 70.5% of the shares of Common Stock outstanding. Additionally, pursuant to a shareholders agreement, certain voting agreements

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and irrevocable proxies issued in connection with such agreements, each of the Reporting Persons may have the right to vote an additional 713,801 shares of Common Stock that may be acquired by third parties upon exercise of options or warrants therefor.

Item 5(b) is amended in its entirety to read as follows:

(b) Sun Catalina has the sole power to vote or direct the vote of 3,616,226 shares of Common Stock, and the sole power to dispose or direct the disposition of 3,327,197 shares of Common Stock. Each Reporting Person other than Sun Catalina may be deemed to have shared power to vote or direct the vote of 3,616,226 shares of Common Stock, and shared power to dispose or direct the disposition of 3,327,197 shares of 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.

SUN CATALINA HOLDINGS, LLC

Date: June 20, 2002

By: /s/ Marc J. Leder

Name: Marc J. Leder
Title: Co-CEO

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.

SUN CAPITAL PARTNERS II, LP
By: Sun Capital Advisors II, LP, its
general partner
By: Sun Capital Partners, LLC, its
general partner

Date: June 20, 2002

By: /s/ Marc J. Leder

Name: Marc J. Leder
Title: Co-CEO

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.

SUN CAPITAL ADVISORS II, LP
By: Sun Capital Partners, LLC, its
general partner

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Date: June 20, 2002

By: /s/ Marc J. Leder

Name: Marc J. Leder
Title: Co-CEO

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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.

SUN CAPITAL PARTNERS, LLC

Date: June 20, 2002

By: /s/ Marc J. Leder

Name: Marc J. Leder
Title: Co-CEO

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: June 20, 2002

/s/ Marc J. Leder

Marc J. Leder

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: June 20, 2002

/s/ Rodger R. Krouse

Rodger R. Krouse