

Edgar Filing: NIMBUS GROUP INC - Form SC 13D/A

NIMBUS GROUP INC  
Form SC 13D/A  
November 18, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D/A  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d - 1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

(Amendment No. 2)

Nimbus Group, Inc.

-----  
(Name of Issuer)

Common Stock, \$.001 Par Value

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

65439R10

-----  
(CUSIP Number)

Ilia Lekach  
E Com Ventures, Inc.  
251 International Parkway  
Sunrise, Florida 33325  
(954) 335-9100

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

November 4, 2003

-----  
(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 Rule 13d-1(e), 13d-1(f) or 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 Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 1 Pages)

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1	NAME OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	E Com Ventures, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (1)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Florida, United States	
		7
	SOLE VOTING POWER	
	Number of Shares Beneficially Owned by Each Reporting Person With	-250,000-
		8
	SHARED VOTING POWER	
		-0-
		9
	SOLE DISPOSITIVE POWER	
		-250,000-
		10
	SHARED DISPOSITIVE POWER	
		-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	-250,000-	

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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.4%
14	TYPE OF REPORTING PERSON* CO

This Amendment No. 2 to Schedule 13D (this "Amendment") amends and restates certain Items of the Schedule 13D, originally filed with the Securities and Exchange Commission (the "SEC") on June 26, 2000 and amended on June 30, 2000, by furnishing the information set forth below. Unless set forth below, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Schedule 13D, as amended, previously filed with the SEC.

ITEM 1. SECURITY AND ISSUER.

Item 1 is hereby amended in its entirety to read as follows:

The class of equity securities to which this Schedule 13D relates is the common stock, par value \$.001 per share (the "Common Stock"), of Nimbus Group, Inc., a Florida corporation (f/k/a Take to Auction. Com, Inc.) (the "Issuer"). The address of the Issuer's principal executive offices is 2999 NE 191st Street, Suite 805, Aventura, Florida 33180.

ITEM 2. IDENTITY AND BACKGROUND.

Item 2 is hereby amended in its entirety to read as follows:

(a) Name of Person(s) Filing this Statement:

E Com Ventures, Inc., a corporation formed under the laws of the State of Florida (the "Reporting Person").

(b) Business Address of Reporting Person:

E Com Ventures, Inc.  
251 International Parkway  
Sunrise, Florida 33325

(c) Present Principal Occupation or Employment:

E Com Ventures, Inc. is a retail and wholesale distributor of designer fragrances.

(d) Neither the Reporting Person identified in this Item 2, nor any executive officer or director thereof, has during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

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(e) Neither the Reporting Person identified in this Item 2, nor any executive officer or director thereof, has, during the last five years, been 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 violations with respect to such laws.

(f) Citizenship of Reporting Person:

E Com Ventures, Inc. - Florida

Pursuant to Instruction C to Schedule 13D of the Exchange Act, information regarding the directors and executive officers of the Reporting Person is set forth on Schedule A attached hereto.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Not Applicable.

ITEM 4. PURPOSE OF THE TRANSACTION.

Item 4 is hereby amended to add the following:

In January 2001, the Reporting Person received 250,000 shares of the Issuer's Common Stock as partial payment on a loan receivable from Ilia Lekach, the Chairman and Chief Executive Officer of the Reporting Person and the Chairman and Chief Executive Officer of the Issuer. In addition, in January 2002, the Reporting Person received 300,000 shares of the Issuer's Common Stock as partial payment of a loan receivable from Mr. Lekach.

The Reporting Person intends to sell the remainder of the Common Stock of the Issuer owned by the Reporting Person. As described in Item 5 below, the Reporting Person is no longer the beneficial owner of more than five percent of the outstanding shares of the Issuer's Common Stock.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended in its entirety to read as follows:

(a) The Reporting Person is the beneficial owner of 250,000 shares of the Issuer's Common Stock, or approximately 3.4% of the Issuer's outstanding shares, based on a total of 7,438,889 shares of Common Stock outstanding as of May 19, 2003, as stated in the Issuer's Form 10Q/A, dated June 16, 2003. The warrants to purchase 200,000 shares of the Issuer's Common Stock, as reported in Amendment No. 1 to this Schedule 13D, expired on June 13, 2001.

Except as set forth below, none of the persons identified on Schedule A beneficially own any Common Stock of the Issuer:

Name	Number of Shares	Percent
-----	-----	-----
Ilia Lekach	1,868,000 (1)	38.39 %
Jeffrey Geller	180	less than 1%

(1) Ilia Lekach is the beneficial owner of 1,868,000 shares of Common Stock of the Issuer, which: (i) includes options to purchase 270,000 shares of

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Common Stock, granted to Mr. Lekach during 2000 (90,000 shares on January 31, 2000, and 180,000 shares on May 4, 2000), one third of which vests on the first, second and third anniversary of the date of each grant; (ii) includes options to purchase 700,000 shares of Common Stock, granted to Mr. Lekach during 2001 (200,000 shares on September 1, 2001 and 500,000 shares on November 21, 2001), which vested immediately; (iii) does not include non-exercisable options to purchase 90,000 shares of Common Stock; and (iv) includes 898,000 shares of Common Stock owned by Pacific Investments, which is owned by Mr. Lekach.

(b) The information set forth in Items 7 through 11 of the cover pages hereto is incorporated herein by reference.

(c) Except as set forth below, neither the Reporting Person named in response to paragraph (a), nor any executive officer or director thereof, has effected any transactions in shares of Common Stock during the past 60 days.

1. On each of the following dates, the Reporting Person sold the following amounts of Common Stock of the Issuer in open market transactions: (i) on October 3, 2003, the Reporting Person sold 44,000 shares at \$0.24 per share; (ii) on October 23, 2003 the Reporting Person sold 50,000 shares at \$0.18 per share; (iii) on October 27, 2003, the Reporting Person sold 5,500 shares at \$0.18 per share; (iv) on October 29, 2003, the Reporting Person sold 13,300 shares at \$0.18 per share; (v) on October 30, 2003, the Reporting Person sold 194,200 shares at \$0.18 per share; (vi) on November 3, 2003, the Reporting Person sold 123,500 shares; (vii) on November 4, 2003, the Reporting Person sold 302,389 shares at \$0.18 per share.

(d) There is no other person that is known to have the right to receive dividends on, and proceeds from the sale of, the shares of Common Stock which may be beneficially owned by the Reporting Person described in (a) and (b) above.

(e) As of November 4, 2003, the Reporting Person ceased to be the beneficial owner of more than five percent of the shares of the Issuer.

### ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Not Applicable.

### ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Not Applicable.

### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: November 18, 2003

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E COM VENTURES, INC.

By: /s/ Ilia Lekach

-----  
Name: Ilia Lekach  
Title: Chairman of the Board and  
Chief Executive Officer

SCHEDULE A

Board of Directors and Executive Officers of E Com Ventures, Inc.

Name, Business Address and Position With E com Ventures, Inc.	Present Principal Occupation or Employment	
Ilia Lekach	Chief Executive Officer and Chairman of the Board of E Com Ventures, Inc.	U
E Com Ventures, Inc. 251 International Parkway Sunrise, Florida 33325	Chairman of the Board and Chief Executive Officer of Parlux Fragrances, Inc., a publicly traded manufacturer of fragrance and related products.	
Chairman of the Board and Chief Executive Officer		
A. Mark Young E Com Ventures, Inc. 251 International Parkway Sunrise, Florida 33325	Chief Financial Officer of E Com Ventures, Inc.	U
Chief Financial Officer		
Jeffrey Geller E Com Ventures, Inc. 251 International Parkway Sunrise, Florida 33325	President and Chief Operating Officer of the Retail Division of Perfumania, Inc., a subsidiary of E Com Ventures, Inc.	U
President and Chief Operating Officer of the Retail Division of Perfumania, Inc.		
Donovan Chin E Com Ventures, Inc. 251 International Parkway Sunrise, Florida 33325	Chief Financial Officer of Perfumania, Inc., a subsidiary of E Com Ventures, Inc.	U
Chief Financial Officer of Perfumania, Inc., Secretary and Director		
Leon Geller	Vice President of Purchasing, Perfumania, Inc., a	P

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subsidiary of E Com Ventures, Inc.

E Com Ventures, Inc.  
251 International Parkway  
Sunrise, Florida 33325

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Name, Business Address and Position With E com Ventures, Inc.	Present Principal Occupation or Employment
Vice President of Purchasing, Perfumania, Inc.	
Alan Grobman  E Com Ventures, Inc. 251 International Parkway Sunrise, Florida 33325	Vice President of Logistics and Distribution, Perfumania, Inc., a subsidiary of E Com Ventures, Inc.
Vice President of Logistics and Distribution, Perfumania, Inc.	
Joel Lancaster  E Com Ventures, Inc. 251 International Parkway Sunrise, Florida 33325	Vice President of Stores, Perfumania, Inc., a subsidiary of E Com Ventures, Inc.
Vice President of Stores, Perfumania, Inc.	
Carole Ann Taylor  E Com Ventures, Inc. 251 International Parkway Sunrise,	Owner of Little Havana to Go, in Miami, Florida, specializing in art, music, Cuban memorabilia, cigars and clothing.  Florida 33325 Owner of Miami To Go, in Miami, Florida, a retail and wholesale Miami souvenir company and a partner in Miami Airport Duty Free Joint Venture.
Director	
Daniel Bengio  E Com Ventures, Inc. 251 International Parkway Sunrise, Florida 33325	Partner in the accounting firm of Hoffman, Levy, Bengio & Co., PL.
Director	
Joseph  E Com Ventures, Inc. 251 International Parkway Sunrise, Florida 33325	Bouhadana Vice President of Information Technology of Tutopia.com, United States a privately owned Internet service provider.

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Director

Miles Raper

E Com Ventures, Inc.  
251 International Parkway  
Sunrise, Florida 33325

Chairman of the Board for Ryder System Federal Credit Union. Retired from Ryder System, Inc., a publicly traded provider of logistics, supply chain and transportation management solutions, in May 2002.

Director

None of the persons identified in this Schedule A has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

None of the persons identified in this Schedule A has, during the last five years, been 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 violations with respect to such laws.