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ZATPACK INC
Form 4
December 19, 2001

OMB APPROVAL

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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

[] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

Zatpack, Inc.

(Last) (First) (Middle)

2550 El Presidio Street

(Street)

Long Beach California 90810

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Hauser, Inc. (HAUS.OB)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

December/2001

5. If Amendment, Date of Original (Month/Year)

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FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expi- ration Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Common Stock Warrant (right to buy)	\$.5855	10/11/00	J(1)	(1)	Immed. 10/5/05	Common Stock, par value \$.001 992,78
Common Stock Warrant (right to buy)	\$.01	12/7/01	J(2)	(2)	Immed. 12/7/09	Common Stock, par value \$.001 865,630

Explanation of Responses:

(1) In October 2000, the Company sold a \$3 million Subordinated Promissory Note (the "Note") to Z connection with the sale of the Note, Zatpack received an immediately exercisable warrant to purch

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Company's common stock for a purchase price of \$.5855 per share.

(2) In December 2001, the Company amended and restated its credit agreement (the "Amended Credit N.A. ("Wells Fargo"). As a condition to the closing of the Amended Credit Agreement, Wells Fargo fee in the aggregate amount of \$779,067 (the "Closing Fee"). Zatpack paid the Closing Fee in cons Zatpack of an immediately exercisable warrant to purchase 865,630 shares of the Company's common per share.

(3) Zuellig Group N.A., Inc. ("ZGNA"), a wholly owned subsidiary of Zatpack, directly owns 988,47 Botanicals, Inc. ("ZBI"), a wholly owned subsidiary of ZGNA directly owns 1,204,955 shares of com that Zatpack exercises of ZGNA, it may be deemed under Rule 16a-1 of the Securities Exchange Act beneficially own all of the shares owned by ZGNA and ZBI. Therefore, Zatpack may be deemed to ben common stock, which includes the 1,858,419 shares obtainable by Zatpack upon exercise of the warr shall not be deemed an admission by Zatpack that Zatpack is, for purposes of Section 16 or the Ac equity securities covered by this filing.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

/s/ Harvey L. Sperry

**Signature of Reporting Person