

REEDS JEWELERS INC  
Form SC TO-T/A  
May 28, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE TO**

**Tender Offer Statement Under Section 14(D)(1) Or 13(E)(1)**

**Of The Securities Exchange Act Of 1934**

**(Amendment No. 7)**

**REEDS JEWELERS, INC.**

**(Name of Subject Company (issuer))**

**Sparkle, LLC**

**Sparkle Acquisition, Inc.**

**Alan M. Zimmer**

**Herbert J. Zimmer**

**Jeffrey L. Zimmer**

**Arlene Z. Schreiber**

**Rose W. Zimmer**

**Bradley Trent Zimmer**

**Landon Garrett Zimmer**

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**Andrew Michael Schreiber**

**Mark Harrison Schreiber**

(Names of Filing Persons (Offeror and other Persons))

**Common Stock, par value \$.10 per Share**

(Title of Class of Securities)

**758341101**

(CUSIP Number of Class of Securities)

**Alan M. Zimmer**

**Sparkle, LLC**

**111 Princess Street, Wilmington, NC 28401**

**(910) 763-4669 Ext. 203**

(Name, address, and telephone numbers of person authorized

to receive notices and communications on behalf of filing persons))

**Calculation of Filing Fee:**

<b>Transaction valuation(1)</b>	<b>Amount of filing fee(2)</b>
\$2,635,668.60	\$333.94

- (1) The transaction valuation is estimated solely for purposes of calculating the filing fee pursuant to Rule 0-11(d). The calculation assumes the purchase of all outstanding common shares of Reeds Jewelers, Inc., par value \$.10 per share (the Shares), not beneficially owned by Sparkle, LLC, a North Carolina limited liability company ( Sparkle ) or its subsidiaries, at a purchase price of \$2.05 per Share, net to the seller in cash. As of May 5, 2004, there were 1,285,692 Shares on a fully diluted basis (treating as outstanding all Shares underlying exercisable options) not beneficially owned by Sparkle or its affiliates.

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(2) The amount of the filing fee is calculated in accordance with Regulation 240.0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 7 issued by the Securities and Exchange Commission on January 26, 2004. Such fee equals .01267 percent of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$31.94

Form or Registration No.: Amendment No. 2 to Schedule TO

Filing Party: Sparkle, LLC, Alan M. Zimmer, Herbert J. Zimmer, Jeffrey L. Zimmer, Arlene Z. Schreiber, Rose W. Zimmer, Bradley Trent Zimmer, Landon Garrett Zimmer, Andrew Michael Schreiber, Mark Harrison Schreiber

Date Filed: March 29, 2004

Amount Previously Paid: \$45.77

Form or Registration No.: Amendment No. 1 to Schedule TO

Filing Party: Sparkle, LLC, Alan M. Zimmer, Herbert J. Zimmer, Jeffrey L. Zimmer, Arlene Z. Schreiber, Rose W. Zimmer, Bradley Trent Zimmer, Landon Garrett Zimmer, Andrew Michael Schreiber, Mark Harrison Schreiber

Date Filed: March 2, 2004

Amount Previously Paid: \$256.23

Form or Registration No.: Schedule TO

Filing Party: Sparkle, LLC, Alan M. Zimmer, Herbert J. Zimmer, Jeffrey L. Zimmer, Arlene Z. Schreiber, Rose W. Zimmer, Bradley Trent Zimmer, Landon Garrett Zimmer, Andrew Michael Schreiber, Mark Harrison Schreiber

Date Filed: January 29, 2004

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

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amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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CUSIP No. 758341101

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1 Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only) Sparkle, LLC (20-0475219)

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2 Check the Appropriate box if a Member of a Group (See Instructions)

(a)  x

(b)  ..

---

3 SEC Use Only

---

4 Source of Funds (See Instructions)

AF

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5 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) ..

---

6 Citizenship or Place of Organization

North Carolina

---

NUMBER OF 7 Sole Voting Power

SHARES

BENEFICIALLY 0

---

OWNED BY 8 Shared Voting Power

EACH

REPORTING 100 shares<sup>1</sup>

---

PERSON 9 Sole Dispositive Power

WITH

0

---

10 Shared Dispositive Power

100 shares<sup>1</sup>

---

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

100 shares<sup>1</sup>

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

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**13** Percent of Class Represented by Amount in Row (11)

100%<sup>1</sup>

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**14** Type of Reporting Person (See Instructions)

OO

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<sup>1</sup> Includes 100 shares owned directly by Sparkle, LLC following the merger of Sparkle Acquisition, Inc. into Reeds Jewelers, Inc.

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CUSIP No. 758341101

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**1** Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only) Sparkle Acquisition, Inc.  
(20-0475194)<sup>1</sup>

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**2** Check the Appropriate box if a Member of a Group (See Instructions)

(a)  x

(b)  ..

---

**3** SEC Use Only

---

**4** Source of Funds (See Instructions)

AF

---

**5** Check Box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) ..

---

**6** Citizenship or Place of Organization

North Carolina

---

NUMBER OF **7** Sole Voting Power

SHARES

BENEFICIALLY **0**

---

OWNED BY **8** Shared Voting Power

EACH

REPORTING **0**

---

PERSON **9** Sole Dispositive Power

WITH

**0**

---

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10 Shared Dispositive Power

0

---

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

---

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

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

0

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14 Type of Reporting Person (See Instructions)

CO

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<sup>1</sup> Merged into Reeds Jewelers, Inc.



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CUSIP No. 758341101

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1 Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only)

Alan M. Zimmer

---

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)

AF

---

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

---

6 Citizenship or Place of Organization

United States

---

NUMBER OF 7 Sole Voting Power

SHARES

BENEFICIALLY 0 shares

---

OWNED BY 8 Shared Voting Power

EACH

REPORTING 100 shares<sup>1</sup>

---

PERSON 9 Sole Dispositive Power

WITH

0 shares

---

**10** Shared Dispositive Power

100 shares<sup>1</sup>

---

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

100 shares<sup>1</sup>

---

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

---

**13** Percent of Class Represented by Amount in Row (11)

100%<sup>1</sup>

---

**14** Type of Reporting Person (See Instructions)

IN

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<sup>1</sup> Includes 100 shares owned directly by Sparkle, LLC following the merger of Sparkle Acquisition, Inc. into Reeds Jewelers, Inc.

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CUSIP No. 758341101

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1 Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only)

Herbert J. Zimmer

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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)

AF

---

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

---

6 Citizenship or Place of Organization

United States

---

NUMBER OF 7 Sole Voting Power

SHARES

BENEFICIALLY 0 shares

---

OWNED BY 8 Shared Voting Power

EACH

REPORTING 100 shares<sup>1</sup>

---

PERSON 9 Sole Dispositive Power

WITH

0 shares

---

**10** Shared Dispositive Power

100 shares<sup>1</sup>

---

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

100 shares<sup>1</sup>

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

---

**13** Percent of Class Represented by Amount in Row (11)

100%<sup>1</sup>

---

**14** Type of Reporting Person (See instructions)

IN

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<sup>1</sup> Includes 100 shares owned directly by Sparkle, LLC following the merger of Sparkle Acquisition, Inc. into Reeds Jewelers, Inc.

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CUSIP No. 758341101

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1 Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only)

Jeffrey L. Zimmer

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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)

AF

---

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

---

6 Citizenship or Place of Organization

United States

---

NUMBER OF 7 Sole Voting Power

SHARES

BENEFICIALLY 0 shares

---

OWNED BY 8 Shared Voting Power

EACH

REPORTING 100 shares<sup>1</sup>

---

PERSON 9 Sole Dispositive Power

WITH

0 shares

---

**10** Shared Dispositive Power

100 shares<sup>1</sup>

---

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

100 shares<sup>1</sup>

---

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

---

**13** Percent of Class Represented by Amount in Row (11)

100%<sup>1</sup>

---

**14** Type of Reporting Person (See Instructions)

IN

---

---

<sup>1</sup> Includes 100 shares owned directly by Sparkle, LLC following the merger of Sparkle Acquisition, Inc. into Reeds Jewelers, Inc.

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CUSIP No. 758341101

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1 Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only)

Arlene Z. Schreiber

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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)

AF

---

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

---

6 Citizenship or Place of Organization

United States

---

NUMBER OF 7 Sole Voting Power

SHARES

BENEFICIALLY 0 shares

---

OWNED BY 8 Shared Voting Power

EACH

REPORTING 100 shares<sup>1</sup>

---

PERSON 9 Sole Dispositive Power

WITH

0 shares

---

**10** Shared Dispositive Power

100 shares<sup>1</sup>

---

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

100 shares<sup>1</sup>

---

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

---

**13** Percent of Class Represented by Amount in Row (11)

100%<sup>1</sup>

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**14** Type of Reporting Person (See Instructions)

IN

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<sup>1</sup> Includes 100 shares owned directly by Sparkle, LLC following the merger of Sparkle Acquisition, Inc. into Reeds Jewelers, Inc.



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CUSIP No. 758341101

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1 Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only)

Rose W. Zimmer

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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)

AF

---

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

---

6 Citizenship or Place of Organization

United States

---

NUMBER OF 7 Sole Voting Power

SHARES

BENEFICIALLY 0

---

OWNED BY 8 Shared Voting Power

EACH

REPORTING 100 shares<sup>1</sup>

---

PERSON 9 Sole Dispositive Power

WITH

0

**10** Shared Dispositive Power

100 shares<sup>1</sup>

---

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

100 shares<sup>1</sup>

---

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

---

**13** Percent of Class Represented by Amount in Row (11)

100%<sup>1</sup>

---

**14** Type of Reporting Person (See Instructions)

IN

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<sup>1</sup> Includes 100 shares owned directly by Sparkle, LLC following the merger of Sparkle Acquisition, Inc. into Reeds Jewelers, Inc.

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CUSIP No. 758341101

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1 Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only)

Bradley Trent Zimmer

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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)

AF

---

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

---

6 Citizenship or Place of Organization

United States

---

NUMBER OF 7 Sole Voting Power

SHARES

BENEFICIALLY 0

---

OWNED BY 8 Shared Voting Power

EACH

REPORTING 100 shares<sup>1</sup>

---

PERSON 9 Sole Dispositive Power

WITH

0

**10** Shared Dispositive Power

100 shares<sup>1</sup>

---

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

100 shares<sup>1</sup>

---

**12** Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)

**13** Percent of Class Represented by Amount in Row (11)

100%<sup>1</sup>

---

**14** Type of Reporting Person (see instructions)

IN

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---

<sup>1</sup> Includes 100 shares owned directly by Sparkle, LLC following the merger of Sparkle Acquisition, Inc. into Reeds Jewelers, Inc.

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CUSIP No. 758341101

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1 Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only)

Landon Garrett Zimmer

---

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)

AF

---

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e)

---

6 Citizenship or Place of Organization

United states

---

NUMBER OF 7 Sole Voting Power

SHARES

BENEFICIALLY 0

---

OWNED BY 8 Shared Voting Power

EACH

REPORTING 100 shares<sup>1</sup>

---

PERSON 9 Sole Dispositive Power

WITH

0

**10** Shared Dispositive Power

100 shares<sup>1</sup>

---

**11** Aggregate Amount Beneficially Owned by Each Reporting Person

100 shares<sup>1</sup>

---

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

---

**13** Percent of Class Represented by Amount in Row (11)

100%<sup>1</sup>

---

**14** Type of Reporting Person (See Instructions)

IN

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<sup>1</sup> Includes 100 shares owned dir