

Edgar Filing: WESTERN SIZZLIN CORP - Form SC 13D/A

WESTERN SIZZLIN CORP
Form SC 13D/A
November 21, 2006

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(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.8

WESTERN SIZZLIN CORPORATION

(NAME OF ISSUER)

Common Stock, par value \$.01 per share

(TITLE OF CLASS OF SECURITIES)

959542101

(CUSIP NUMBER)

Paul D. Sonkin
Hummingbird Management, LLC
460 Park Avenue, 12th Floor
New York, New York 10022
212 750-7117

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS)

November 9, 2006

(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(b) for other parties to whom copies are to be sent.

(Continued on following pages)

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Hummingbird Management, LLC
IRS No. 13-4082842

2. CHECK THE APPROPRIATE BOX IF A GROUP* (a)
(b)

3. SEC USE ONLY

4. SOURCES OF FUNDS

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

Delaware

| | | | |
|--------------------------|-----|--------------------------|--------|
| NUMBER OF SHARES | 7. | SOLE VOTING POWER | 27,890 |
| BENEFICIALLY OWNED BY | 8. | SHARED VOTING POWER | 0 |
| EACH REPORTING | 9. | SOLE DISPOSITIVE POWER | 27,890 |
| PERSON WITH | 10. | SHARED DISPOSITIVE POWER | 0 |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
27,890

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 2.3%

14. TYPE OF REPORTING PERSON*

OO

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Hummingbird Capital, LLC

2. CHECK THE APPROPRIATE BOX IF A GROUP* (a)
(b)

3. SEC USE ONLY

4. SOURCES OF FUNDS

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

Delaware

NUMBER OF 7. SOLE VOTING POWER 27,890
SHARES

BENEFICIALLY 8. SHARED VOTING POWER 0
OWNED BY

EACH 9. SOLE DISPOSITIVE POWER 27,890
REPORTING

PERSON WITH 10. SHARED DISPOSITIVE POWER 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

27,890

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 2.3%

14. TYPE OF REPORTING PERSON*

OO

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Paul D. Sonkin

2. CHECK THE APPROPRIATE BOX IF A GROUP* (a) [x]
(b) []

3. SEC USE ONLY

4. SOURCES OF FUNDS

00

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 7. SOLE VOTING POWER 27,890
SHARES

BENEFICIALLY 8. SHARED VOTING POWER 0
OWNED BY

EACH 9. SOLE DISPOSITIVE POWER 27,890
REPORTING

PERSON WITH 10. SHARED DISPOSITIVE POWER 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
27,890

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 2.3%

14. TYPE OF REPORTING PERSON*

IN

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Hummingbird Value Fund, L.P.

2. CHECK THE APPROPRIATE BOX IF A GROUP* (a)
(b)

3. SEC USE ONLY

4. SOURCES OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7. SOLE VOTING POWER 14,788
SHARES

BENEFICIALLY 8. SHARED VOTING POWER 0
OWNED BY

EACH 9. SOLE DISPOSITIVE POWER 14,788
REPORTING

PERSON WITH 10. SHARED DISPOSITIVE POWER 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
14,788

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 1.2%

14. TYPE OF REPORTING PERSON*

OO

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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Hummingbird Microcap Value Fund, L.P.

2. CHECK THE APPROPRIATE BOX IF A GROUP* (a)
(b)

3. SEC USE ONLY

4. SOURCES OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7. SOLE VOTING POWER 13,102
SHARES

BENEFICIALLY 8. SHARED VOTING POWER 0
OWNED BY

EACH 9. SOLE DISPOSITIVE POWER 13,102
REPORTING

PERSON WITH 10. SHARED DISPOSITIVE POWER 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
13,102

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 1.1%

14. TYPE OF REPORTING PERSON*

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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Tarsier Nanocap Value Fund, L.P.

2. CHECK THE APPROPRIATE BOX IF A GROUP* (a)
(b)

3. SEC USE ONLY

4. SOURCES OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7. SOLE VOTING POWER 0
SHARES

BENEFICIALLY 8. SHARED VOTING POWER 0
OWNED BY

EACH 9. SOLE DISPOSITIVE POWER 0
REPORTING

PERSON WITH 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 *

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 0.0%

14. TYPE OF REPORTING PERSON*

OO

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AMENDMENT NO. 8 TO SCHEDULE 13D

This Amendment No. 8, dated November 21, 2006, to Schedule 13D is filed by the Reporting Persons and amends Schedule 13D as previously filed by the Reporting Persons with the Securities and Exchange Commission on October 13, 2006 (the "Schedule 13D"), relating to the common stock, \$.01 par value (the "Common Stock") of WESTERN SIZZLIN CORPORATION, a Delaware

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Corporation.

Items 3 and 5 the Schedule 13D are hereby amended and restated, as follows:

ITEM 3 SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

As of November 20, 2006, Hummingbird has caused each of HVF and Microcap Fund and The Tarsier Nanocap Value Fund, L.P. ("Tarsier") to invest approximately \$84,097, \$75,263, and \$0.0 respectively, in the Shares of the Issuer using their respective working capital.

ITEM 5 INTEREST IN SECURITIES OF THE ISSUER

(a) - (b) As the holder of sole voting and investment authority over the Shares owned by HVF, the Microcap Fund, and Tarsier, Hummingbird may be deemed, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, to be the beneficial owner of the aggregate amount of 27,890 Shares representing approximately 2.3% of the outstanding shares of the Issuer (based upon 1,191,850 shares outstanding as of September 30, 2006, as reported on the latest Definitive Schedule 10-Q of the Issuer filed on November 9, 2006). Hummingbird disclaims any economic interest or beneficial ownership of the Shares covered by this Statement.

Mr. Sonkin is the managing member and control person of Hummingbird, and for purposes of Rule 13d-3 may be deemed the beneficial owner of such Shares deemed to be beneficially owned by Hummingbird. Thus, Mr. Sonkin may be deemed, for purposes of Rule 13d-3, to be the beneficial owner of 27,890 shares representing approximately 2.3% of the outstanding shares of the Issuer (based upon 1,191,850 shares outstanding as of September 30, 2006, as reported on the latest Definitive Schedule 10-Q of the Issuer filed on November 9, 2006). Mr. Sonkin disclaims any economic interest or beneficial ownership of the Shares covered by this Statement.

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(c) Hummingbird caused HVF to effect transactions in the Shares during the past 60 days as set forth below:

| DATE | TYPE | NUMBER OF SHARES | PRICE/SHARE |
|------------|------------------|---------------------|-------------|
| ---- | ---- | ----- | ----- |
| 10/13/2006 | open market sale | 1,143 | 9.542 |
| 10/18/2006 | open market sale | 700 | 9.890 |
| 10/19/2006 | open market sale | 11,983 | 9.583 |
| 10/20/2006 | open market sale | 8,880 | 9.501 |
| 11/9/2006 | open market sale | 11,838 | 9.685 |
| 11/16/2006 | open market sale | 200 | 8.750 |
| 11/17/2006 | open market sale | 47,250 | 8.521 |
| 11/20/2006 | open market sale | 8,800 | 8.671 |

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Hummingbird caused the Microcap Fund to effect transactions in the Shares during the past 60 days as set forth below:

| DATE ---- | TYPE ---- | NUMBER OF SHARES ----- | PRICE/SHARE ----- |
|--------------|------------------|------------------------------|----------------------|
| 10/13/2006 | open market sale | 1,108 | 9.542 |
| 10/18/2006 | open market sale | 700 | 9.890 |
| 10/19/2006 | open market sale | 11,618 | 9.583 |
| 10/20/2006 | open market sale | 8,609 | 9.501 |
| 11/9/2006 | open market sale | 11,000 | 9.685 |
| 11/16/2006 | open market sale | 200 | 8.750 |
| 11/17/2006 | open market sale | 47,250 | 8.521 |
| 11/20/2006 | open market sale | 8,800 | 8.671 |

Hummingbird caused Tarsier to effect transactions in the Shares during the past 60 days as set forth below:

| DATE ---- | TYPE ---- | NUMBER OF SHARES ----- | PRICE/SHARE ----- |
|--------------|------------------|------------------------------|----------------------|
| 11/9/2006 | open market sale | 10,365 | 9.685 |

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| | | |
|---------------------|-------|---------------------|
| ----- | ----- | ----- |
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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.

Dated:

Dated: November 21, 2006

HUMMINGBIRD MANAGEMENT, LLC

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin
Title: Managing Member

/s/ Paul D. Sonkin

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PAUL D. SONKIN

HUMMINGBIRD VALUE FUND, L.P.

By: Hummingbird Capital, LLC

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin
Title: Managing Member

HUMMINGBIRD MICROCAP VALUE
FUND, L.P.

By: Hummingbird Capital, LLC

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin
Title: Managing Member

TARSIER NANOCAP VALUE
FUND, L.P.

By: Hummingbird Capital, LLC

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin
Title: Managing Member

HUMMINGBIRD CAPITAL, LLC
(f/k/a Morningside Capital, LLC)

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin
Title: Managing Member

By: /s/ Paul D. Sonkin

Name: Paul D. Sonkin