

BODY CENTRAL CORP

Form 3

July 07, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Evans Justin

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/27/2014

3. Issuer Name and Ticker or Trading Symbol
BODY CENTRAL CORP [BODY]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

C/O BODY CENTRAL
CORP,Â 6225 POWERS
AVENUE

(Street)

JACKSONVILLE,Â FLÂ 32217

(City)

(State)

(Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Series A-2 Preferred Stock, par value \$0.001 per share

1

D

Â

Series B-2 Preferred Stock, par value \$0.001 per share

1

D

Â

Common Stock, par value \$0.001 per share

842,500

D

Â

Common Stock, par value \$0.001 per share

57,500 ⁽¹⁾

I

See footnote ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

Edgar Filing: BODY CENTRAL CORP - Form 3

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Subordinated Secured Convertible Note	Â (2)	06/27/2017 ⁽³⁾	Common Stock, par value \$0.001 per share	2,857,143 ⁽²⁾	\$ 0.35
					D
					Â

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Evans Justin C/O BODY CENTRAL CORP 6225 POWERS AVENUE JACKSONVILLE, FL 32217	Â X Â Â Â

Signatures

/s/ Justin Evans 07/03/2014

Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

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

Justin Evans is the managing member of Blackwood Capital Management, LLC, a New Jersey limited liability company ("Blackwood"). Blackwood possesses the power to vote and the power to direct the disposition of 57,500 shares of Common Stock, par value \$0.001 per share, of Body Central Corp. (the "Shares"), held by one or more managed accounts (the "Accounts"), which include Accounts of

- (1) immediate family members of Mr. Evans. Justin Evans, as the managing member of Blackwood, possesses the power to vote and the power to direct the disposition of the securities held by the Accounts. As a result of the foregoing, for purposes of Reg. Section 240.13d-3, Mr. Evans may be deemed to beneficially own the securities held by the Accounts. Mr. Evans' interest in the securities reported herein is limited to the extent of his pecuniary interest in the reported securities, if any.

- (2) The Subordinated Secured Convertible Note is convertible into shares of common stock of Body Central Corp., par value \$0.001 per share (the "Shares"), at any time, at a fixed conversion price, initially set at \$0.35 per Share. However, the Note may not be converted if, after giving effect to the conversion, the holder together with its affiliates, would beneficially own in excess of 9.99% of the number of Shares of the outstanding common stock of Body Central Corp. immediately after giving effect to such conversion.

- (3) The Expiration Date is subject to extension at the option of the holder upon certain specified events.

Note: File three copies of this Form, one of which must be manually signed. If space 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.