

Edgar Filing: UNOVA INC - Form SC 13D/A

UNOVA INC
Form SC 13D/A
July 13, 2001

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 4)

UNOVA, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

91529B106

(CUSIP Number)

Scott Renwick
Unitrin, Inc.
One East Wacker Drive
Chicago, IL 60601
(312) 661-4520

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

July 12, 2001

(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 ss.240.13d-1(e), 240.13d-1(f) or 240.13d-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 ss.240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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SCHEDULE 13D

CUSIP No. 91529B106

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Unitrin, Inc.
95-4255452

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)
See Item 3.

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

7. Sole Voting Power
0

8. Shared Voting Power
12,657,764

9. Sole Dispositive Power
0

10. Shared Dispositive Power
12,657,764

11. Aggregate Amount Beneficially Owned by Each Reporting Person
12,657,764 (owned indirectly through subsidiaries as noted
on pages 3 to 5)

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

13. Percent of Class Represented by Amount in Row (11)
22.3%

14. Type of Reporting Person (See Instructions)
HC, CO

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CUSIP No. 91529B106

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Trinity Universal Insurance Company
75-0620550

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)
See Item 3.

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e) []

6. Citizenship or Place of Organization
Texas

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	0
	8. Shared Voting Power	5,711,449
	9. Sole Dispositive Power	0
	10. Shared Dispositive Power	5,711,449

11. Aggregate Amount Beneficially Owned by Each Reporting Person
5,711,449

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

13. Percent of Class Represented by Amount in Row (11)
10.1%

14. Type of Reporting Person (See Instructions)
IC, CO

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CUSIP No. 91529B106

1. Names of Reporting Persons.

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I.R.S. Identification Nos. of above persons (entities only).

United Insurance Company of America
36-1896670

- 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)
See Item 3.

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e) []

6. Citizenship or Place of Organization
Illinois

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power
	0
	8. Shared Voting Power
	5,450,988
	9. Sole Dispositive Power
	0
	10. Shared Dispositive Power
	5,450,988

11. Aggregate Amount Beneficially Owned by Each Reporting Person
5,450,988

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

13. Percent of Class Represented by Amount in Row (11)
9.6%

14. Type of Reporting Person (See Instructions)
IC, CO

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CUSIP No. 91529B106

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Union National Life Insurance Company

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72-0340280

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)
See Item 3.

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e) []

6. Citizenship or Place of Organization
Louisiana

Number of Shares	7. Sole Voting Power
Beneficially	0
Owned by	8. Shared Voting Power
Each	1,495,327
Reporting	9. Sole Dispositive Power
Person	0
With	10. Shared Dispositive Power
	1,495,327

11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,495,327

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

13. Percent of Class Represented by Amount in Row (11)
2.6%

14. Type of Reporting Person (See Instructions)
IC, CO

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Amendment No. 4 to Schedule 13D

This Amendment No. 4 amends and supplements the Schedule 13D originally filed by Unitrin, Inc., Trinity Universal Insurance Company and United Insurance Company of America, dated November 3, 1997, as amended by Amendment No. 1, dated February 1, 2001, Amendment No. 2, dated March 15, 2001, and Amendment No. 3, dated June 8, 2001. Terms used herein and not otherwise defined have the meanings given such terms in the original Schedule 13D, dated November 3, 1997.

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Item 1. Security and Issuer

The class of equity securities to which this Schedule 13D relates is the common stock, par value \$.01 per share (the "Common Stock"), of UNOVA, Inc., a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at 21900 Burbank Boulevard, Woodland Hills, California 91367.

Item 2. Identity and Background

For information concerning the directors and executive officers of Unitrin, Trinity and United and for information concerning the directors and executive officers of Union National Life Insurance Company, a Louisiana corporation ("Union"), 8282 Goodwood Boulevard, Baton Rouge, Louisiana 70806, see Schedules UNIT, T, U, and UNL, respectively, to this Amendment. All persons listed on such Schedules are U.S. citizens.

No filing person has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) during the past five years; nor, to the best knowledge and belief of the filing persons, has anyone listed in the attached Schedules been convicted in such proceedings.

To the best knowledge and belief of the filing persons, during the past five years no filing person nor anyone listed on the attached Schedules was 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 violation with respect to such laws.

Item 4. Purpose of Transaction

Item 4 of the original Schedule 13D is hereby restated in its entirety as follows:

On July 12, 2001, the Issuer entered into a loan agreement (the "Loan Agreement") by and among the Issuer, certain of its subsidiaries, and Special Value Investment Management, LLC, as agent (the "Agent") for the several lenders under the Loan Agreement. The Loan Agreement provides for the Agent to arrange term loan financing, from such lenders as may be from time to time parties to the Loan Agreement, in an aggregate amount not to exceed \$75 million. Borrowings under the Loan Agreement are due and payable on July 11, 2004. The Loan Agreement contains customary negative covenants regarding, among other things, mergers, consolidations, and sales; capital expenditures; limitations on indebtedness; investments; liens; and dividends and other restricted payments. The Loan Agreement also contains financial covenants relating to the net worth, fixed charge coverage ratio and earnings before interest, taxes, depreciation, and amortization of the Issuer.

In connection with the entry of the Issuer into the Loan Agreement, Unitrin has caused each of Trinity, United and The Reliable Life Insurance Company, a Missouri corporation and wholly owned subsidiary of United ("Reliable") (Trinity, United and Reliable being sometimes referred to herein collectively as the "Assignees"), to enter into assignment and acceptance agreements (each an "Agreement"), in each case with Tennenbaum Securities, LLC (the "Assignor"). The Agreements provide that the Assignor assign to the Assignees part of the rights and obligations of the Assignor under the Loan Agreement on the terms and subject to the conditions set forth in the Agreements. Under the Agreements, Trinity has been assigned and has accepted a \$15 million dollar interest under the Loan Agreement;

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United has been assigned and has accepted a \$15 million dollar interest; and Reliable has been assigned and has accepted a \$1.5 million dollar interest.

In connection with Unitrin's participation in the Issuer's financing arrangements and Unitrin's investment in the Issuer, Unitrin may consider, make proposals with respect to, and/or enter into discussions regarding, one or more of the transactions and events specified in clauses (a) through (j) of Item 4 of Schedule 13D including transactions involving additional debt or equity financing of the Issuer. There can be no assurance that Unitrin will take any such actions or that, if taken, any such actions will be consummated or result in any transaction in the Issuer's securities.

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Item 5. Interest in Securities of the Issuer

Other than the transfer of 1,495,327 shares of Common Stock by Trinity to Union, a wholly owned subsidiary of United, none of Unitrin, Trinity, United or Union has acquired or disposed of any shares of the Issuer's Common Stock since November 3, 1997, the date of the original Schedule 13D. However, the collective percentage ownership by Unitrin, Trinity, United and Union (the "Unitrin Ownership Percentage") of the Issuer's Common Stock has decreased as the result of a change in the outstanding number of shares of the Issuer's Common Stock since November 3, 1997. The result of this change is that the Unitrin Ownership Percentage in the Issuer's Common Stock has decreased from 23.2% as reported in the original Schedule 13D to 22.3% as of the date of this Amendment.

To the best knowledge and belief of the filing persons, during the past sixty (60) days no filing person nor anyone listed on the attached Schedules has entered into any transactions involving the Issuer's Common Stock. To the best knowledge and belief of the filing persons, no one listed on the attached Schedules beneficially owns shares of the Issuer's Common Stock.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

As more fully described in Item 4 above, on July 12, 2001, in connection with the entry by the Issuer into the Loan Agreement by and among the Issuer, certain of its subsidiaries, and Special Value Investment Management, LLC, as agent for the several lenders under the Loan Agreement, Unitrin caused each of Trinity, United and Reliable to enter into assignment and acceptance agreements, in each case with Tennenbaum Securities, LLC.

Item 7. Material to be Filed as Exhibits

Exhibit No.	Description
1	Loan Agreement dated as of July 12, 2001, among the lenders from time to time parties thereto, Special Value Investment Management, LLC, as administrative and collateral agent for the lenders, and UNOVA, Inc., UNOVA Industrial Automation Systems, Inc., Intermec Technologies Corporation, R&B Machine Tool Company, J.S. McNamara Company, M M & E, Inc., Intermec IP Corp., and UNOVA IP Corp., as borrowers.

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- 2.1 Assignment and Acceptance Agreement dated as of July 12, 2001, between Tennenbaum Securities, LLC and Trinity Universal Insurance Company.
- 2.2 Assignment and Acceptance Agreement dated as of July 12, 2001, between Tennenbaum Securities, LLC and United Insurance Company of America.
- 2.3 Assignment and Acceptance Agreement dated as of July 12, 2001, between Tennenbaum Securities, LLC and The Reliable Life Insurance Company .

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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.

DATE: July 13, 2001

UNITRIN, INC.

By: /s/ Scott Renwick

 Scott Renwick
 Secretary

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SCHEDULE UNIT

UNITRIN, INC.

NAME (ALL U.S. CITIZENS UNLESS OTHERWISE NOTED)	BUSINESS ADDRESS	POSITION WITH UNITRIN (PRINCIPAL OCCUPATION, IF DIFFERENT, PRESENTED IN FOOTNOTES)
James E. Annable	(2)	Director
David F. Bengston (8)	(1)	Vice President
Eric J. Draut (8)	(1)	Senior Vice President, Treasurer & Chief Financial Officer
Douglas G. Geoga	(3)	Director

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Reuben L. Hedlund	(4)	Director
Jerrold V. Jerome	(5)	Director
William E. Johnston, Jr.	(6)	Director
Edward J. Konar	(1)	Vice President
Scott Renwick	(1)	Secretary & General Counsel
Richard Roeske (8)	(1)	Vice President and Chief Accounting Officer
Fayez S. Sarofim	(7)	Director
Donald G. Southwell (8)	(1)	Senior Vice President
Richard C. Vie (8)	(1)	Chairman of the Board, President & Chief Executive Officer

- (1) One East Wacker Drive, Chicago, Illinois 60601.
- (2) Mr. Annable is a Senior Vice President and Director of Economics of Bank One Corporation. One Bank One Plaza, Suite 0476, Chicago, Illinois 60670.
- (3) Mr. Geoga is President of Hospitality Investment Fund, L.L.C. 200 West Madison, 38th Floor, Chicago, Illinois 60606.
- (4) Mr. Hedlund is a partner in the law firm of Hedlund, Hanley, Koenigsknecht & Trafelet. 55 West Monroe Street, Suite 3100, Chicago, Illinois 60603.
- (5) Mr. Jerome is a retired executive. 41 Country Meadows Road, Rolling Hills Estates, CA 90274.
- (6) Mr. Johnston is President de Conseil de Surveillance and a director of Salins Europe, a European salt company. 155 N. Harbor Drive, Chicago, Illinois 60601.
- (7) Mr. Sarofim is the Chairman of the Board and President of Fayez Sarofim & Co., a registered investment advisor. Two Houston Center, Suite 2907, Houston, Texas 77010
- (8) See also Schedule(s) T, UNL and/or U filed herewith.

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UNITED INSURANCE COMPANY OF AMERICA

NAME (ALL U.S. CITIZENS UNLESS OTHERWISE NOTED)	BUSINESS ADDRESS	POSITION WITH UNITED (PRINCIPAL OCCUPATION IF DIFFERENT, PRESENTED IN FOOTNOTES)
Eric J. Draut (2)	(1)	(A) Director
Patricia G. Grider	(1)	Senior Vice President & Secretary
Richard J. Miller	(1)	Vice President
Thomas D. Myers (2)	(1)	Treasurer
Don M. Royster, Sr.	(1)	Director & President
David L. Smith	(1)	Vice President
Donald G. Southwell (2)	(1)	(A) Director & Chairman of the Board
Richard C. Vie (2)	(1)	(A) Director
Charles L. Wood (2)	(1)	Vice President

(1) One East Wacker Drive, Chicago, Illinois 60601.

(2) See also Schedule(s) T, UNL, and/or UNIT, filed herewith.

(A) Member, Investment Committee of the Board of Directors.

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SCHEDULE T

TRINITY UNIVERSAL INSURANCE COMPANY

NAME (ALL U.S. CITIZENS UNLESS OTHERWISE NOTED)	BUSINESS ADDRESS	POSITION WITH TRINITY (PRINCIPAL OCCUPATION IF DIFFERENT, PRESENTED IN FOOTNOTES)
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David F. Bengston (3)	(1)	Director
Roger M. Buss	(2)	Vice President
Donald C. Crutchfield	(2)	Vice President
Eric J. Draut (3)	(1)	(A) Director
Judith E. Fagan	(2)	Senior Vice President, Secretary & Director
William P. Fisanick	(2)	Chief Actuary
Samuel L. Fitzpatrick	(1)	Director
Dennis O. Halsey	(2)	Senior Vice President
Ronald I. Henry	(2)	Vice President
Dorothy A. Langley	(2)	Vice President & Corporate Counsel
Kenneth C. Marcus	(4)	Vice President
Clark H. Roberts	(2)	Treasurer
Richard Roeske (3)	(1)	Director
James A. Schulte	(2)	Vice President
Donald G. Southwell (3)	(1)	President, Director & Chairman of the Board
Keith J. Taylor	(5)	Vice President
Richard C. Vie (3)	(1)	(A) Director

(1) One East Wacker Drive, Chicago, Illinois 60601.

(2) Trinity Universal Insurance Company, 10000 North Central Expressway, Dallas, Texas 75231

(3) See also, Schedules(s) U and/or UNIT, filed herewith.

(4) 803 West Michigan Street, Milwaukee, Wisconsin 53233.

(5) 2450 14th Avenue SE, Albany, Oregon 97321.

(A) Member, Investment Committee of the Board of Directors.

SCHEDULE UNL

UNION NATIONAL LIFE INSURANCE COMPANY

NAME (ALL U.S. CITIZENS UNLESS OTHERWISE NOTED)	BUSINESS ADDRESS	POSITION WITH UNION NATIONAL (PRINCIPAL OCCUPATION, IF DIFFERENT, PRESENTED IN FOOTNOTES)
Eric J. Draut (3)	(1)	(A) Director
Jerry W. Hester	(2)	President & Director
R. Paul Hillman	(2)	Treasurer & Controller
James A. Marquette	(2)	Vice President & Secretary
Thomas D. Myers (3)	(1)	Vice President & Assistant Treasurer
Donald G. Southwell (3)	(1)	Director & Chairman of the Board
Richard C. Vie (3)	(1)	(A) Director
Charles L. Wood (3)	(1)	Director

(1) One East Wacker Drive, Chicago, Illinois 60601.

(2) Union National Life Insurance Company, 8282 Goodwood Boulevard, Baton Rouge, Louisiana 708

(3) See also, Schedules(s) T, U, and/or UNIT, filed herewith.

(A) Member, Investment Committee of the Board of Directors.