

SIELOX INC
Form 4
August 02, 2007

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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 *
MITAROTONDA JAMES A

(Last) (First) (Middle)

C/O BARINGTON CAPITAL GROUP, L.P., 888 SEVENTH AVENUE, 17TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SIELOX INC [FAIM.OB]

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
See Remarks

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 Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------------------|
| Common Stock | 07/31/2007 | | J(1) | 340,355 A | (1) (2) 989,245 | I | By Barington Companies Equity Partners, L.P. (6) (7) (8) |
| Common Stock | 07/31/2007 | | J(1) | 556,272 A | (1) (3) 808,022 | I | By Barington Companies Offshore Fund, Ltd. |

| | | | | | | | | |
|--------------|------------|------------------|---------|---|--------------------------|-----------|---|---------------------------------------------------------------------------------------------------------|
| Common Stock | 07/31/2007 | J ⁽¹⁾ | 462,075 | A | <u>(1)</u> <u>(4)</u> | 1,531,210 | I | (6) (7) (8) By Barington Capital Group, L.P. <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> |
|--------------|------------|------------------|---------|---|--------------------------|-----------|---|---------------------------------------------------------------------------------------------------------|

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

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.

SEC 1474
(9-02)

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. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Option | \$ 0.21 | 07/31/2007 | | J ⁽⁹⁾ | 15,456 | <u>(8)(9)</u> 05/14/2012 | Common Stock 15,456 |
| Option | \$ 0.56 | 07/31/2007 | | J ⁽¹⁰⁾ | 216,384 | <u>(8)(10)</u> 07/18/2013 | Common Stock 216,384 |
| Option | \$ 0.56 | 07/31/2007 | | J ⁽¹¹⁾ | 216,384 | <u>(8)(11)</u> 07/18/2013 | Common Stock 216,384 |
| Option | \$ 0.49 | 07/31/2007 | | J ⁽¹²⁾ | 136,160 | <u>(8)(12)</u> 11/16/2009 | Common Stock 136,160 |
| Option | \$ 0.5 | 07/31/2007 | | J ⁽¹³⁾ | 5,152 | <u>(8)(13)</u> 10/26/2015 | Common Stock 5,152 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MITAROTONDA JAMES A
C/O BARINGTON CAPITAL GROUP, L.P.
888 SEVENTH AVENUE, 17TH FLOOR
NEW YORK, NY 10019

See Remarks

X

BARINGTON COMPANIES EQUITY PARTNERS L P
888 SEVENTH AVENUE,
17TH FLOOR
NEW YORK, NY 10019

Barington Offshore Advisors II, LLC
888 SEVENTH AVENUE,
17TH FLOOR
NEW YORK, NY 10019

X

Barington Companies Investors, LLC
888 SEVENTH AVENUE,
17TH FLOOR
NEW YORK, NY 10019

X

BARINGTON CAPITAL GROUP L P
888 SEVENTH AVENUE,
17TH FLOOR
NEW YORK, NY 10019

X

LNA Capital Corp.
888 SEVENTH AVENUE,
17TH FLOOR
NEW YORK, NY 10019

X

Barington Companies Offshore Fund, Ltd. (BVI)
C/O BISON FINANCIAL SERVICES LIMITED,
BISON COURT, ROAD TOWN
TORTOLA, D8

X

Signatures

BARINGTON COMPANIES EQUITY PARTNERS, L.P. By: Barington Companies
Investors, LLC, its general partner By: /s/ James A. Mitarotonda, its managing member

08/02/2007

__Signature of Reporting Person

Date

BARINGTON COMPANIES INVESTORS, LLC By: /s/ James A. Mitarotonda, its
managing member

08/02/2007

__Signature of Reporting Person

Date

BARINGTON COMPANIES OFFSHORE FUND, LTD. By: /s/ James A. Mitarotonda, its
president

08/02/2007

__Signature of Reporting Person

Date

BARINGTON OFFSHORE ADVISORS II, LLC By: /s/ James A. Mitarotonda, its managing
member

08/02/2007

__Signature of Reporting Person

Date

BARINGTON CAPITAL GROUP, L.P. By: LNA Capital Corp., its general partner By: /s/
James A. Mitarotonda, its president and CEO

08/02/2007

__Signature of Reporting Person

Date

LNA CAPITAL CORP. By: /s/ James A. Mitarotonda, its president and CEO

08/02/2007

__Signature of Reporting Person

Date

/s/ James A. Mitarotonda

08/02/2007

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- Transactions reflect receipt of 3.68 shares of the Issuer's common stock in exchange for each share of L Q Corporation, Inc. ("L Q Corporation") common stock pursuant to an Amended and Restated Agreement and Plan of Merger, dated as of February 26, 2007, as amended (the "Merger Agreement"), by and among the Issuer, L Q Corporation and LQ Merger Corp. On the effective date of the merger, the closing price of L Q Corporation's common stock was \$1.05 per share and the closing price of the Issuer's common stock was \$0.305 per share.
- (1) Received in exchange for 92,488 shares of L Q Corporation common stock pursuant to the Merger Agreement.
- (2) Received in exchange for 151,161 shares of L Q Corporation common stock pursuant to the Merger Agreement.
- (3) Received in exchange for 125,564 shares of L Q Corporation common stock pursuant to the Merger Agreement.
- (4) Excludes shares owned directly by Barington Companies Equity Partners, L.P. and Barington Companies Offshore Fund, Ltd.
- As the general partner of Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC may be deemed to beneficially own the shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. As the investment advisor to Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors II, LLC may be deemed to beneficially own the shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd. As the majority member of Barington Companies Investors, LLC and Barington Offshore Advisors II, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. and Barington Companies Offshore Fund, Ltd.
- (6) (Continuation of Footnote 6) As the general partner of Barington Capital Group, L.P., LNA Capital Corp. may be deemed to beneficially own the shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. and Barington Companies Offshore Fund, Ltd. James A. Mitarotonda is the sole stockholder and director of LNA Capital Corp. and therefore may be deemed to beneficially own the shares of Common Stock beneficially owned by Barington Capital Group, L.P., Barington Companies Equity Partners, L.P. and Barington Companies Offshore Fund, Ltd.
- (7) The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and this report shall not be deemed to be an admission that the Reporting Persons are the beneficial owners of these securities for purposes of Section 16 or for any other purpose.
- (8) This option was received in connection with the merger in exchange for a stock option to acquire 4,200 L Q Corporation common stock for \$0.79 per share. This option was already 100% exercisable as of the date of the merger.
- (9) This option was received in connection with the merger in exchange for a stock option to acquire 58,800 L Q Corporation common stock for \$2.07 per share. This option was already 100% exercisable as of the date of the merger.
- (10) This option was received in connection with the merger in exchange for a stock option to acquire 58,800 L Q Corporation common stock for \$2.07 per share. This option was already 100% exercisable as of the date of the merger.
- (11) This option was received in connection with the merger in exchange for a stock option to acquire 37,000 L Q Corporation common stock for \$1.82 per share. This option was already 100% exercisable as of the date of the merger.
- (12) This option was received in connection with the merger in exchange for a stock option to acquire 1,400 L Q Corporation common stock for \$1.85 per share. This option was already 100% exercisable as of the date of the merger.
- (13)

Remarks:

Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding common stock.

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.