

Edgar Filing: CADANT INC - Form SC 13G

CADANT INC
Form SC 13G
January 18, 2002

SCHEDULE 13G

(RULE 13d-102)

Information to be Included in Statements Filed Pursuant to Rule 13d-1(b), (c)
and (d) and Amendments Thereto Filed Pursuant to Rule 13d-2.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

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

ARRIS GROUP, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

04269Q 10 0

(CUSIP Number)

January 8, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

[] Rule 13d-1(b)

[X] Rule 13d-1(c)

[] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not
be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of
the Act, but shall be subject to all other provisions of the Act (however, see
the Notes).

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CUSIP NO. 04269Q 10 0

13G

PAGE 2 OF 5 PAGES

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

Cadant, Inc./36-4279373

2 Check the Appropriate Box if a Member of a Group (a) []
(See Instructions) (b) []

Not Applicable

3 SEC Use Only

4 Citizenship or Place of Organization

State of Delaware

Number of

5 Sole Voting Power

Shares

5,047,776 shares*

Beneficially

6 Shared Voting Power

0 shares

Owned by

7 Sole Dispositive Power

Each

4,372,626 shares

Reporting

8 Shared Dispositive Power

Person With

0 shares

9 Aggregate Amount Beneficially Owned by Each Reporting Person

5,047,776 shares*

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares []
(See Instructions)

Not Applicable

11 Percent of Class Represented by Amount in Row (9)

6.3%

12 Type of Reporting Person (See Instructions)
CO

* Includes (i) 525,000 shares being held in escrow until January 8, 2003 and (ii) 150,150 shares being held by the Issuer, in each case pending satisfaction or resolution of indemnification obligations owned by the reporting person to the Issuer.

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- ITEM 1(a). NAME OF ISSUER:
Arris Group, Inc.
- ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
11450 Technology Circle, Duluth, Georgia 30092
- ITEM 2(a). NAME OF PERSON FILING:
Cadant, Inc.
- ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
4343 Commerce Court, Lisle, Illinois 60532
- ITEM 2(c). CITIZENSHIP:
Delaware
- ITEM 2(d). TITLE OF CLASS OF SECURITIES:
Common Stock, par value \$0.01 per share.
- ITEM 2(e). CUSIP NUMBER:
04269Q 10 0
- ITEM 3. NOT APPLICABLE
- ITEM 4. OWNERSHIP.
- (a) Amount beneficially owned:
5,047,776 shares*
- (b) Percent of class:
6.3%
- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote - 5,047,776*
- (ii) Shared power to vote or direct the vote - 0
- (iii) Sole power to dispose or to direct the disposition of
- 4,372,626
- (iv) Shared power to dispose or to direct the disposition
of - 0

* Includes (i) 525,000 shares being held in escrow until January 8, 2003 and (ii) 150,150 shares being held by the Issuer, in each case pending satisfaction or resolution of indemnification obligations owed by the reporting person to the Issuer.

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- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.
Not Applicable
- ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.
Not Applicable
- ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.
Not Applicable
- ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.
Not Applicable
- ITEM 9. NOTICE OF DISSOLUTION OF GROUP.
Not Applicable
- ITEM 10. CERTIFICATIONS

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transactions having that purposes or effect.

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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.

January 18, 2002

(Date)

/s/ Charles Walker

(Signature)

Charles Walker

Title: Chief Operating Officer

