

Edgar Filing: UCN INC - Form SC 13G/A

UCN INC  
Form SC 13G/A  
February 11, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

SCHEDULE 13G/A

(Amendment No. 2)

UCN, Inc.

-----  
(Name of Issuer)

Common Stock, \$.0001 Par Value Per Share

-----  
(Title of Class of Securities)

12427M101

-----  
(CUSIP Number of Class of Securities)

January 1, 2005

-----  
(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)  
 RULE 13d-1(c)  
 RULE 13d-1(d)

CUSIP No. 1247M101

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-----  
1) Name and I.R.S. Identification No. Of Reporting Person

Wynnefield Partners Small Cap Value, L.P. 13-3688497

-----  
2) Check The Appropriate Box If A Member Of A Group

(a)

(b)  Reporting person is affiliated with other persons

-----  
3) SEC USE ONLY

-----  
4) Citizenship Or Place Of Organization: Delaware

-----  
NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING

5) Sole Voting Power:

239,800 Shares

-----  
6) Shared Voting Power

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PERSON WITH

-----  
7) Sole Dispositive Power:  
239,800 Shares  
-----

8) Shared Dispositive Power

-----  
9) Aggregate Amount Beneficially Owned By Each Reporting Person:  
239,800 Shares  
-----

10) Check Box If The Aggregate Amount In Row (9) Excludes Certain Shares   
(See Instructions)

-----  
11) Percent of Class Represented by Amount in Row (9):  
1.7% of Common Stock  
-----

-----  
12) Type of Reporting Person (See Instructions) PN  
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-----  
1) Name and I.R.S. Identification No. Of Reporting Person (entities only)

Wynnefield Partners Small Cap Value, L.P. I 13-3953291  
-----

2) Check The Appropriate Box If A Member Of A Group (See Instructions)

(a)

(b)  Reporting person is affiliated with other persons  
-----

3) SEC USE ONLY  
-----

4) Citizenship Or Place Of Organization: Delaware  
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NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

-----  
5) Sole Voting Power:  
267,300 Shares  
-----

6) Shared Voting Power

-----  
7) Sole Dispositive Power:  
267,300 Shares  
-----

8) Shared Dispositive Power

-----  
9) Aggregate Amount Beneficially Owned By Each Reporting Person:  
267,300 Shares  
-----

10) Check Box If The Aggregate Amount In Row (9) Excludes Certain Shares   
(See Instructions)

-----  
11) Percent of Class Represented by Amount in Row (9):  
1.9% of Common Stock  
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-----  
12) Type of Reporting Person (See Instructions) PN  
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-----  
1) Name and I.R.S. Identification No. Of Reporting Person (entities only)

Wynnefield Small Cap Value Offshore Fund, Ltd. (No IRS  
Identification No.)

-----  
2) Check The Appropriate Box If A Member Of A Group (See Instructions)

(a)

(b)  Reporting person is affiliated with other persons

-----  
3) SEC USE ONLY

-----  
4) Citizenship Or Place Of Organization: Cayman Islands

-----  
5) Sole Voting Power:  
NUMBER OF SHARES 171,300 Shares  
BENEFICIALLY OWNED

-----  
6) Shared Voting Power  
BY EACH REPORTING PERSON WITH

-----  
7) Sole Dispositive Power:  
171,300 Shares

-----  
8) Shared Dispositive Power

-----  
9) Aggregate Amount Beneficially Owned By Each Reporting Person:  
171,300 Shares

-----  
10) Check Box If The Aggregate Amount In Row (9) Excludes Certain Shares   
(See Instructions)

-----  
11) Percent of Class Represented by Amount in Row (9):  
1.2% of Common Stock

-----  
12) Type of Reporting Person (See Instructions) CO

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-----  
1) Name and I.R.S. Identification No. Of Reporting Person (entities only)

Wynnefield Capital Management, LLC 13-4018186

-----  
2) Check The Appropriate Box If A Member Of A Group (See Instructions)

(a)

(b)  Reporting person is affiliated with other persons

-----  
3) SEC USE ONLY

-----  
4) Citizenship Or Place Of Organization: New York

-----  
5) Sole Voting Power:  
NUMBER OF SHARES 507,100 Shares (1)

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BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

6) Shared Voting Power

7) Sole Dispositive Power:  
507,100 Shares (1)

8) Shared Dispositive Power

9) Aggregate Amount Beneficially Owned By Each Reporting Person:  
507,100 Shares (1)

10) Check Box If The Aggregate Amount In Row (9) Excludes Certain Shares   
(See Instructions)

11) Percent of Class Represented by Amount in Row (9):  
3.6% of Common Stock

12) Type of Reporting Person: 00 (Limited Liability Company)

(1) Wynnefield Capital Management, LLC holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. and Wynnefield Partners Small Cap Value, L.P. I.

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1) Name and I.R.S. Identification No. Of Reporting Person (entities only)

Wynnefield Capital, Inc. (No IRS Identification No.)

2) Check The Appropriate Box If A Member Of A Group (See Instructions)

(a)

(b)  Reporting person is affiliated with other persons

3) SEC USE ONLY

4) Citizenship Or Place Of Organization: Cayman Islands

NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

5) Sole Voting Power:  
171,300 Shares (1)

6) Shared Voting Power

7) Sole Dispositive Power:  
171,300 Shares (1)

8) Shared Dispositive Power

9) Aggregate Amount Beneficially Owned By Each Reporting Person:  
171,300 Shares (1)

10) Check Box If The Aggregate Amount In Row (9) Excludes Certain Shares   
(See Instructions)

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

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1.2% of Common Stock

-----  
12) Type of Reporting Person: 00 (Limited Liability Company)  
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(1) Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Partners Small Cap Value Offshore Fund, Ltd.

ITEM 1(a). Name of Issuer:  
UCN, Inc.

ITEM 1(b). Address of Issuer's Principal Executive Offices:  
14870 Pony Express Road, Bluffdale, Utah 84065  
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ITEM 2(a). Names of Persons Filing:  
Wynnefield Partners Small Cap Value, L.P. ("Partners")  
-----  
Wynnefield Partners Small Cap Value, L.P. I ("Partners I")  
-----  
Wynnefield Small Cap Value Offshore Fund, Ltd. ("Fund")  
-----  
Wynnefield Capital Management, LLC ("WCM")  
-----  
Wynnefield Capital, Inc. ("WCI")  
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ITEM 2(b). Address of Principal Business Office Or, If None, Residence:  
450 Seventh Avenue, Suite 509, New York, New York 10123  
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ITEM 2(c). Citizenship:  
Partners and Partners I are Delaware Limited Partnerships  
-----  
Fund and WCI are Cayman Islands Companies  
-----  
WCM is a New York Limited Liability Company  
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ITEM 2(d). Title of Class of Securities:  
Common Stock, \$.0001 Par Value Per Share  
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ITEM 2(e). CUSIP Number: 12427M101

ITEM 3. If this Statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is:  
None of the reporting persons is an entity specified in Rule 13d-1(b)(1)(ii).

ITEM 4. Ownership:  
(a) Amount beneficially owned by all reporting persons: 678,400 Shares  
(b) Percent of class: 4.8% of Common Stock  
(c) Number of shares as to which the reporting persons have:  
(i) sole power to vote or to direct the vote:  
678,400 Shares  
(ii) shared power to vote or to direct the vote

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- (iii) sole power to dispose or to direct the disposition:  
678,400 Shares
- (iv) shared power to dispose or to direct the disposition

ITEM 5. Ownership of five percent or less of a class. If this statement is being filed to reflect the fact that as of the date hereof the reporting person has ceased to be the owner of more than five percent of the class of securities, check the following: |X|

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.  
Not applicable.

ITEM 8. Identification and classification of members of the group.  
None of the reporting persons who have filed this schedule is a person, as defined in Rule 13d-1(b)(1)(ii), promulgated pursuant to the Securities Exchange Act of 1934. The persons filing this statement are identified in Item 2 hereof.

ITEM 9. Notice of dissolution of group.  
See Exhibit 1.

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 or as a participant in any transaction having that purpose or effect.

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: February 10, 2005

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.

By: Wynnefield Capital Management, LLC,  
General Partner

By: /s/ Nelson Obus

-----  
Nelson Obus, Managing Member

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I

By: Wynnefield Capital Management, LLC,  
General Partner

By: /s/ Nelson Obus

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Nelson Obus, Managing Member

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc.

By: /s/ Nelson Obus

-----  
Nelson Obus, President

WYNNEFIELD CAPITAL MANAGEMENT, LLC

By: /s/ Nelson Obus

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Nelson Obus, Managing Member

WYNNEFIELD CAPITAL, INC.

By: /s/ Nelson Obus

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Nelson Obus, President