

UNIVERSAL TECHNICAL INSTITUTE INC
Form SC 13G/A
June 23, 2004

OMB APPROVAL

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2) *

Universal Technical Institute, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

913915 10 4

(CUSIP Number)

June 21, 2004

(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)

*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).

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.

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Page 2 of 6 Pages

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

Worldwide Training Group, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization DE

Number of	5. Sole Voting Power
Shares	-0-
Beneficially	6. Shared Voting Power
Owned by	-0-
Each	7. Sole Dispositive Power
Reporting	-0-
Person With:	8. Shared Dispositive Power
	-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

-0-

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

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

-0-

12. Type of Reporting Person (See Instructions)

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Page of Pages

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

Penske Capital Partners, L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

DE

Number of	5. Sole Voting Power
Shares	192,032
Beneficially	6. Shared Voting Power
Owned by	-0-
Each	7. Sole Dispositive Power
Reporting	192,032
Person With:	8. Shared Dispositive Power
	-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

192,032

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

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

0.7%

12. Type of Reporting Person (See Instructions)

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Introduction: This Schedule 13G is being filed to reflect the distribution of all shares owned by Worldwide Training Group, LLC to its members. Following the distribution, the members own all shares previously reported by Worldwide Training Group, including the 192,032 shares owned by Penske Capital Partners, L.L.C.

ITEM 1. SECURITY AND ISSUER.

(a) Name of Issuer: Universal Technical Institute, Inc.
(b) Address of Issuer's Principal Executive Offices:
20410 North 19th Avenue, Suite 200, Phoenix, AZ 85027

ITEM 2. IDENTITY AND BACKGROUND.

(a) Name of Person Filing: Worldwide Training Group, LLC
(b) Address of Principal Business Office or, if none, Residence of:
2555 Telegraph Road, Bloomfield Hills, MI 48302
(c) Citizenship of Filing Person: A Delaware limited liability company
(d) Title of Classes of Securities: Common Stock
(e) CUSIP Number 913915 10 4

(a) Name of Person Filing: Penske Capital Partners, L.L.C.
(b) Address of Principal Business Office or, if none, Residence of:
2555 Telegraph Road, Bloomfield Hills, MI 48302
(c) Citizenship of Filing Person: A Delaware limited liability company
(d) Title of Classes of Securities: Common Stock
(e) CUSIP Number 913915 10 4

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(b), OR 13D-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

Not Applicable

ITEM 4. OWNERSHIP.

(a) Amount Beneficially Owned: 192,032
(b) Percent of Class: 0.7%
(c) Number of Shares as to which such Person has:
(i) Sole power to vote or to direct the vote : 192,032
(ii) Shared power to vote or to direct the vote: 0
(iii) Sole power to dispose or to direct the disposition of: 192,032
(iv) Shared power to dispose or to direct the disposition of: 0

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date

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hereof the reporting person has ceased to be the beneficial 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 OR CONTROL PERSON

Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Worldwide Training Group, LLC and Penske Capital Partners, LLC

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable

ITEM 10. CERTIFICATIONS.

Not Applicable

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.

June 21, 2004

WORLDWIDE TRAINING GROUP, LLC

By: PENSKE CAPITAL PARTNERS, L.L.C.
Its: Managing Member

By: /s/ James A. Hislop
James A. Hislop
Its: President

PENSKE CAPITAL PARTNERS, L.L.C.

By: /s/ James A. Hislop

James A. Hislop
Its: President