

SIELOX INC
Form SC 13D/A
December 16, 2008

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

SCHEDULE 13D

(Rule 13d-101)

(Amendment No. 9)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

Sielox, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

82620E107

(CUSIP Number)

Mr. James A. Mitarotonda

c/o Barington Companies Equity Partners, L.P.

888 Seventh Avenue, 17th Floor

New York, NY 10019

(212) 974-5700

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

December 11, 2008

(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 Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following box: [].

(Continued on following pages)

(Page 1 of 14 Pages)

SCHEDULE 13D

CUSIP No. 82620E107

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1) **NAME OF REPORTING PERSON**

Barington Companies Equity Partners, L.P.

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) [X]

(b) []

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

WC

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**

[]

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

7)

SOLE VOTING POWER

**NUMBER OF
SHARES**

1,352,655

BENEFICIALLY

8)

SHARED VOTING POWER

**OWNED BY
EACH**

None

REPORTING

9)

SOLE DISPOSITIVE POWER

**PERSON
WITH**

1,352,655

10)

SHARED DISPOSITIVE POWER

None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

1,352,655

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES**

[]

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

3.76%

14) **TYPE OF REPORTING PERSON**

PN

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CUSIP No. 82620E107

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1) **NAME OF REPORTING PERSON**

Barrington Companies Investors, LLC

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) [X]

(b) []

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

OO

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**

[]

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

7)

SOLE VOTING POWER

**NUMBER OF
SHARES**

1,352,655

BENEFICIALLY

8)

SHARED VOTING POWER

**OWNED BY
EACH**

None

REPORTING

9)

SOLE DISPOSITIVE POWER

PERSON

1,352,655

WITH

10)

SHARED DISPOSITIVE POWER

None

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,352,655

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[]

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.76%

14) TYPE OF REPORTING PERSON

OO

SCHEDULE 13D

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1) **NAME OF REPORTING PERSON**

Barrington Companies Offshore Fund, Ltd.

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

WC

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

British Virgin Islands

7)

SOLE VOTING POWER

**NUMBER OF
SHARES**

1,467,305

BENEFICIALLY

8)

SHARED VOTING POWER

**OWNED BY
EACH**

None

REPORTING

9)

SOLE DISPOSITIVE POWER

PERSON

1,467,305

WITH

10)

SHARED DISPOSITIVE POWER

None

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,467,305

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[]

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.08%

14) TYPE OF REPORTING PERSON

CO

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1) **NAME OF REPORTING PERSON**

Barrington Offshore Advisors II, LLC

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

OO

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

7)

SOLE VOTING POWER

**NUMBER OF
SHARES**

1,467,305

BENEFICIALLY

8)

SHARED VOTING POWER

**OWNED BY
EACH**

None

REPORTING

9)

SOLE DISPOSITIVE POWER

PERSON

1,467,305

WITH

10)

SHARED DISPOSITIVE POWER

None

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,467,305

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[]

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.08%

14) TYPE OF REPORTING PERSON

IA, OO

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1) **NAME OF REPORTING PERSON**

Barington Capital Group, L.P.

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) [X]

(b) []

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

WC

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**

[]

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

New York

7)

SOLE VOTING POWER

**NUMBER OF
SHARES**

5,548,260

BENEFICIALLY

8)

SHARED VOTING POWER

**OWNED BY
EACH**

None

REPORTING

9)

SOLE DISPOSITIVE POWER

PERSON

5,548,260

WITH

10)

SHARED DISPOSITIVE POWER

None

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,548,260

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[]

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.42%

14) TYPE OF REPORTING PERSON

PN

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1) **NAME OF REPORTING PERSON**

LNA Capital Corp.

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

OO

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

7)

SOLE VOTING POWER

**NUMBER OF
SHARES**

5,548,260

BENEFICIALLY

8)

SHARED VOTING POWER

**OWNED BY
EACH**

None

REPORTING

9)

SOLE DISPOSITIVE POWER

PERSON

5,548,260

WITH

10)

SHARED DISPOSITIVE POWER

None

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,548,260

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[]

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.42%

14) TYPE OF REPORTING PERSON

CO

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1) **NAME OF REPORTING PERSON**

James A. Mitarotonda

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

OO

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

United States

7)

SOLE VOTING POWER

**NUMBER OF
SHARES**

6,460,796 (see Item 5)

BENEFICIALLY

8)

SHARED VOTING POWER

**OWNED BY
EACH**

None

REPORTING

9)

SOLE DISPOSITIVE POWER

PERSON

6,460,796 (see Item 5)

WITH

10)

SHARED DISPOSITIVE POWER

None

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,460,796 (see Item 5)

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[]

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

17.51% (see Item 5)

14) TYPE OF REPORTING PERSON

IN

This Amendment No. 9 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on March 7, 2002, as amended by that certain Amendment No. 1 filed with the SEC on May 24, 2002, that certain Amendment No. 2 filed with the SEC on January 23, 2004, that certain Amendment No. 3 filed with the SEC on May 25, 2004, that certain Amendment No. 4 filed with the SEC on January 11, 2007, that certain Amendment No. 5 filed with the SEC on March 8, 2007, that certain Amendment No. 6 filed with the SEC on August 3, 2007, that certain Amendment No. 7 filed with the SEC on September 27, 2007 and that certain Amendment No. 8 filed with the SEC on February 5, 2008 (together, the "Statement"), by and on behalf of Barington Companies Equity Partners, L.P. and others with respect to the common stock, par value \$.001 per share (the "Common Stock") of Sielox, Inc., a Delaware corporation (the "Company"). The principal executive offices of the Company are located at 170 East Ninth Avenue, Runnemede, NJ 08078.

Item 2.

Identity and Background.

The second paragraph of Item 2 (a) (c) of the Statement is hereby amended and supplemented as follows:

As of December 12, 2008, the Reporting Entities are the beneficial owners of, in the aggregate, 5,548,260 shares of Common Stock representing approximately 15.42% of the 35,982,295 shares of Common Stock reported by the Company to be issued and outstanding as of November 14, 2008 in its Form 10-Q filed with the SEC on November 14, 2008 (the "Issued and Outstanding Shares") and approximately 17.51% of the 36,894,831 shares of Common Stock (the "Post-conversion Issued and Outstanding Shares") that would be outstanding assuming that all stock options held by James A. Mitarotonda (as further described in Item 5 below) were exercised.

Item 3.

Source and Amount of Funds or Other Consideration.

Item 3 of the Statement is hereby amended and supplemented as follows:

Since the filing of the Statement, Barington Companies Offshore Fund, Ltd. and Barington Capital Group, L.P. purchased an aggregate of 313,945 shares of Common Stock at \$0.32 per share in private transactions entered into pursuant to the terms of a stock purchase agreement dated as of February 20, 2007 (the "Stock Purchase Agreement") by and among Ramius Halifax Partners, L.P., Ramius Capital Group, L.L.C., Ramius Securities, L.L.C., Starboard Value & Opportunity Fund, LLC, Barington Capital Group, L.P. and Barington Companies Offshore Fund, Ltd. In accordance with the transactions contemplated by the Stock Purchase Agreement, on March 19, 2008, Barington Companies Offshore Fund, Ltd. purchased 263,714 shares of Common Stock from Starboard Value & Opportunity Fund, LLC at \$0.32 per share for a total cost of approximately \$84,388.48 (excluding commissions and other execution-related costs) and 14,157 shares of Common Stock from Ramius Securities, L.L.C. at \$0.32 per share for a

total cost of approximately \$4,530.24 (excluding commissions and other execution-related costs) and Barington Capital Group, L.P. purchased 36,074 shares of Common Stock from Ramius Securities, L.L.C. at \$0.32 per share for a total cost of approximately \$11,543.68 (excluding commissions and other execution-related costs).

Since the filing of the Statement, Barington Companies Equity Partners, L.P., Barington Companies Offshore Fund, Ltd. and Barington Capital Group, L.P. also purchased an aggregate of 595,165 shares of Common Stock in open market transactions. The amount of funds expended for such purchases (excluding commissions and other execution-related costs) was approximately \$24,062.56 by Barington Companies Equity Partners, L.P., \$1,920.00 by Barington Companies Offshore Fund, Ltd. and \$23,440.56 by Barington Capital Group, L.P.

All purchases were funded by working capital, which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business.

Item 5.

Interest in Securities of the Issuer.

Items 5(a) - (c) of the Statement are hereby amended and restated as follows:

(a) As of December 12, 2008, Barington Companies Equity Partners, L.P. beneficially owns an aggregate of 1,352,655 shares of Common Stock, representing approximately 3.76% of the Issued and Outstanding Shares. As of December 12, 2008, Barington Companies Offshore Fund, Ltd. beneficially owns an aggregate of 1,467,305 shares of Common Stock, representing approximately 4.08% of the Issued and Outstanding Shares. As the general partner of Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC may be deemed to beneficially own the 1,352,655 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., representing approximately 3.76% of the Issued and Outstanding Shares. As the investment advisor to Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors II, LLC may be deemed to beneficially own the 1,467,305 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing approximately 4.08% of the Issued and Outstanding Shares. As of December 12, 2008, Barington Capital Group, L.P. beneficially owns an aggregate of 2,728,300 shares of Common Stock, representing approximately 7.58% of the Issued and Outstanding Shares. As the majority member of Barington Companies Investors, LLC and Barington Offshore Advisors II, LLC, Barington Capital Group, L.P. may also be deemed to beneficially own the 1,352,655 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. and the 1,467,305 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 5,548,260 shares of Common Stock, representing approximately 15.42% of the Issued and Outstanding Shares. As the general partner of Barington Capital Group, L.P., LNA Capital Corp. may be deemed to beneficially own the 1,352,655 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 1,467,305 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd. and the 2,728,300 shares of Common Stock beneficially owned by Barington Capital Group, L.P., constituting an aggregate of 5,548,260 shares

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of Common Stock, representing approximately 15.42% of the Issued and Outstanding Shares. As the sole stockholder and director of LNA Capital Corp., James A. Mitarotonda may be deemed to beneficially own the 1,352,655 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 1,467,305 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd. and the 2,728,300 shares of Common Stock beneficially owned by Barington Capital Group, L.P., constituting an aggregate of 5,548,260 shares of Common Stock, representing approximately 15.42% of the Issued and Outstanding

Shares. Mr. Mitarotonda has sole voting and dispositive power with respect to the 1,352,655 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 1,467,305 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd. and the 2,728,300 shares of Common Stock beneficially owned by Barington Capital Group, L.P. by virtue of his authority to vote and dispose of such shares. Mr. Mitarotonda disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

Mr. Mitarotonda also beneficially owns stock options to purchase an aggregate of 912,536 shares of Common Stock of the Company exercisable within 60 days. As a result, Mr. Mitarotonda may be deemed to beneficially own an aggregate of 6,460,796 shares of Common Stock, constituting approximately 17.51% of the Post-conversion Issued and Outstanding Shares. Mr. Mitarotonda reports sole voting and dispositive power with respect to the 912,536 shares of Common Stock subject to stock options.

The Reporting Entities do not believe that certain of the foregoing information is called for by the Items of Schedule 13D and are disclosing it for supplemental informational purposes only.

(b) Each of the Reporting Entities may be deemed to have sole voting and dispositive power over the shares of Common Stock reported as beneficially owned by such person by virtue of their respective positions as described in paragraph (a), regardless of the fact that multiple Reporting Entities within the same chain of ownership report sole voting and dispositive power with respect to such shares. Each such Reporting Entity reports sole voting and dispositive power with respect to such shares based on such person's relationship to the other Reporting Entities within the same chain of ownership. Except to the extent expressly stated herein, each Reporting Entity disclaims beneficial ownership of any shares of Common Stock beneficially owned by any other Reporting Entity.

(c) Information concerning all transactions in shares of Common Stock effected by the Reporting Entities since the filing of the Statement are described in the Schedule attached hereto and incorporated herein by reference.

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certify that the information set forth in this Statement is true, complete and correct.

Dated: December 15, 2008

BARINGTON COMPANIES EQUITY PARTNERS, L.P.

By:

Barington Companies Investors, LLC, its general partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

BARINGTON COMPANIES INVESTORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

BARINGTON COMPANIES OFFSHORE FUND, LTD.

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Authorized Signatory

BARINGTON OFFSHORE ADVISORS II, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

BARINGTON CAPITAL GROUP, L.P.

By: LNA Capital Corp., its general partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: President and CEO

LNA CAPITAL CORP.

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: President and CEO

/s/ James A. Mitarotonda

James A. Mitarotonda

SCHEDULE

This schedule sets forth information with respect to each purchase of Common Stock which was effectuated by a Reporting Entity since the filing of the Statement.

Shares purchased by Barington Companies Equity Partners, L.P.

Date	Number of Shares	Price Per Share	Cost (*)
12/11/2008	300,782	\$0.080	\$24,062.56

Shares purchased by Barington Companies Offshore Fund, Ltd.

Date	Number of Shares	Price Per Share	Cost (*)
3/19/2008	14,157	\$0.320	\$4,530.24
3/19/2008	263,714	\$0.320	\$84,388.48
6/3/2008	1,800	\$0.150	\$270.00
6/4/2008	10,000	\$0.165	\$1,650.00

Shares purchased by Barington Capital Group, L.P.

Date	Number of Shares	Price Per Share	Cost (*)
3/19/2008	36,074	\$0.320	\$11,543.68
12/9/2008	166,783	\$0.085	\$14,176.56
12/10/2008	15,800	\$0.080	\$1,264.00
12/11/2008	100,000	\$0.080	\$8,000.00

(* Excludes commissions and other execution related costs