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SOLOMON PETER J
Form SC 13D/A
September 15, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934*
(Amendment No. 3)

Monro Muffler Brake, Inc.
(Name of Issuer)

Common Stock, \$.01 par value per share
(Title of Class of Securities)

610236101
(CUSIP Number)

Peter J. Solomon
767 Fifth Avenue, 26th Floor
New York, New York 10153
(Name, address and telephone number of person
authorized to receive notices and communications)

August 25, 2003
(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 which 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 [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*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 purposes 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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(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

Peter J. Solomon

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (SEE INSTRUCTIONS) (a) []
 (b) [X]

(3) SEC USE ONLY

(4) SOURCE OF FUNDS
 SC; PF; 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

NUMBER OF (7) SOLE VOTING POWER 280,355 (includes 30,390 shares
 SHARES of Common Stock underlying presently exercisable stock
 options and 138,600 shares of Common Stock into which 20,000
 shares of Class C Preferred Stock are presently convertible)

BENEFICIALLY (8) SHARED VOTING POWER 1,060,695 (1) (includes 311,850
 OWNED BY shares of Common Stock into which 45,000 shares of Class C
 Preferred Stock are presently convertible)

EACH (9) SOLE DISPOSITIVE POWER 280,355 (includes 30,390 shares
 REPORTING of Common Stock underlying presently exercisable stock
 options and 138,600 shares of Common Stock into which 20,000
 shares of Class C Preferred Stock are presently convertible)

PERSON WITH (10) SHARED DISPOSITIVE POWER 1,060,695 (1) (includes 311,850
 shares of Common Stock into which 45,000 shares of Class C
 Preferred Stock are presently convertible)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON 1,341,050 (1) (includes 30,390
 shares of Common Stock underlying presently exercisable
 stock options and 450,450 shares of Common Stock into which
 65,000 shares of Class C Preferred Stock are presently
 convertible)

(12) CHECK BOX IF THE AGGREGATE AMOUNT
 IN ROW (11) EXCLUDES CERTAIN SHARES
 (SEE INSTRUCTIONS) []

(13) PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11) 14.5%

(14) TYPE OF REPORTING PERSON
 (SEE INSTRUCTIONS) IN

(1) As set forth in Item 5(b), Mr. Solomon disclaims beneficial ownership with respect to 1,060,695 of the shares reported herein.

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ITEM 1. SECURITY AND ISSUER.

The Schedule 13D (the "Schedule 13D") initially filed on November 25, 1992 and previously amended on June 9, 1993 and March 5, 1996 by the undersigned relating to the common stock, par value \$.01 per share (the "Common Stock"), issued by Monro Muffler Brake, Inc., a New York corporation (the "Company"), is hereby amended and restated by this Amendment No. 3 to the Schedule 13D. The Company's principal executive offices are located at 200 Holleder Parkway, Rochester, New York 14615-3808.

ITEM 2. IDENTITY AND BACKGROUND.

(a) This statement is filed by Peter J. Solomon ("Mr. Solomon").

(b)-(c) Mr. Solomon is the Chairman of Peter J. Solomon Company, L.P., an investment banking firm located at 767 Fifth Avenue, 26th Floor, New York, New York 10153. Mr. Solomon is also a director of the Company.

(d) Mr. Solomon has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) during the last five years.

(e) Mr. Solomon has not, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Solomon is a citizen of the United States.

ITEM 3. SOURCE AND AMOUNT OF FUNDS AND OTHER CONSIDERATION.

The net investment cost (including broker's fees and commissions, if any) of the 111,365 shares of Common Stock (adjusted for stock splits and dispositions) directly beneficially owned by Mr. Solomon is approximately \$382,650, which came from the personal funds of Mr. Solomon. The beneficial ownership of 30,390 shares reported herein reflects grants by the Company to Mr. Solomon of options to purchase shares of Common Stock pursuant to the Company's Non-Employee Directors' Stock Option Plans. The net investment cost (including broker's fees and commissions, if any) of the 20,000 shares of the Company's Class C Convertible Preferred Stock, par value \$1.50 per share (the "Class C Preferred Stock"), directly beneficially owned by Mr. Solomon is approximately \$30,000, which came from the personal funds of Mr. Solomon. One share of Class C Preferred Stock is presently convertible into 6.93 shares of Common Stock.

Mr. Solomon is the co-trustee of the Joshua N. Solomon 94 Trust, UA August 19, 1994 (the "Joshua N. Solomon Trust"), which acquired (i) 250,434 shares of Common Stock (adjusted for stock splits and dispositions) from Peter J. Solomon and Linda N. Solomon, trustees U/A dated December 30, 1980, FBO Joshua N. Solomon and (ii) 13,500 shares of the Class C Preferred Stock from Richard and Linda Solomon, trustees U/A dated December 8, 1983, FBO Joshua N. Solomon, each in a transfer of assets to the Joshua N. Solomon Trust.

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Mr. Solomon is the co-trustee of the Abigail R. Solomon 95 Trust, UA April 10, 1995 (the "Abigail R. Solomon Trust"), which acquired (i) 252,074 shares of Common Stock (adjusted for stock splits and dispositions) from Peter J. Solomon and Linda N. Solomon, trustees U/A dated December 30, 1980, FBO Abigail R. Solomon and (ii) 14,500 shares of Class C Preferred Stock from Richard and Linda Solomon, trustees U/A dated December 8, 1983, FBO Abigail R. Solomon, each in a transfer of assets to the Abigail R. Solomon Trust.

Mr. Solomon is the co-trustee of the Kate J. Solomon 97 Trust, FBO Kate J. Solomon UAD July 21, 1997 (the "Kate J. Solomon Trust," and collectively with the Joshua N. Solomon Trust and the Abigail R. Solomon Trust, the "Trusts"), which acquired (i) 246,337 shares of Common Stock (adjusted for stock splits and dispositions) from Peter J. Solomon and Linda N. Solomon, trustees U/A dated December 30, 1980, FBO Kate J. Solomon and (ii) 17,000 shares of Class C Preferred Stock from Richard and Linda Solomon, trustees U/A dated December 8, 1983, FBO Kate J. Solomon, each in a transfer of assets to the Kate J. Solomon Trust.

ITEM 4. PURPOSE OF TRANSACTION.

The Company's securities were acquired for investment. Mr. Solomon may make further purchases of shares of Common Stock from time to time and may dispose of any or all of such shares at any time. Mr. Solomon is not currently involved in, and has no present intention to become involved in the formulation of, any plan or proposal that relates to, or could result in, any of the matters referred to in paragraphs (b) through (j) of Item 4 of Schedule 13D. Mr. Solomon may, at any time and from time to time, review or reconsider his position with respect to the Company, and formulate plans or proposals with respect to any of such matters, but has no present intention of doing so.

As further discussed in Item 5, Mr. Solomon may be deemed to be the beneficial owner of 65,000 shares of Class C Preferred Stock, which constitute all of the shares of Class C Preferred Stock outstanding as of the date hereof. Pursuant to the Company's Certificate of Incorporation, the vote of the holders of at least 60% of the shares of Class C Preferred Stock at the time outstanding, voting separately as a class, or, alternatively, the written consent of the holders of all outstanding shares of Class C Preferred Stock, is needed to effect or validate any action approved by a vote of the holders of shares of Common Stock. Therefore, the holders of the Class C Preferred Stock have an effective veto over all matters put to a vote of the holders of the Common Stock. Accordingly, Mr. Solomon has the power to, from time to time or at any time, vote such preferred shares, or grant or withhold consent, in a manner designed to block actions approved by the holders of the Common Stock. Mr. Solomon has no present intention to block any such action.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) As of the date hereof, Peter J. Solomon may be deemed to be the beneficial owner of 1,341,050 shares of Common Stock, constituting 14.5% of the Common Stock outstanding. The percentages throughout this Item 5 are based upon 9,257,587 outstanding shares of Common Stock, which includes (i) 8,641,186 shares of Common Stock reported to be outstanding as of July 26, 2003, as reflected in the Company's Form 10-Q for the quarter ended June 28, 2003 and (ii) 619,440 shares of Common Stock that would be outstanding upon (x) the

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conversion of 65,000 shares of Class C Preferred Stock beneficially owned by Mr. Solomon and the Trusts and (y) the exercise of options for 30,390 shares of Common Stock held by Mr. Solomon.

(b) Mr. Solomon has the sole power to vote and to dispose of 280,355 shares (3.0%) of Common Stock (including 138,600 shares of Common Stock into which 20,000 shares of Class C Preferred Stock are presently convertible).

Mr. Solomon shares the power to vote and dispose of 343,989 shares (3.7%) of Common Stock (including 93,555 shares of Common Stock into which 13,500 shares of Class C Preferred Stock are presently convertible) with Joshua N. Solomon, who is co-trustee and the sole beneficiary of the Joshua N. Solomon Trust.

Mr. Solomon shares the power to vote and dispose of 352,559 shares (3.8%) of Common Stock (including 100,485 shares of Common Stock into which 14,500 shares of Class C Preferred Stock are presently convertible) with Abigail R. Solomon, who is co-trustee and the sole beneficiary of the Abigail R. Solomon Trust.

Mr. Solomon shares the power to vote and dispose of 364,147 shares (3.9%) of Common Stock (including 117,810 shares of Common Stock into which 17,000 shares of Class C Preferred Stock are presently convertible) with Kate J. Solomon, who is co-trustee and the sole beneficiary of the Kate J. Solomon Trust.

Joshua N. Solomon is employed by The Young Women's Leadership School as an Assistant Principal and his business address is 105 East 106th Street, New York, New York 10029. Abigail R. Solomon resides at 410 1/2 North Genesee Avenue, Los Angeles, California 90036 and is currently employed as an actress. Kate J. Solomon is employed by L'Oreal as a Marketing Director and her business address is 575 Fifth Avenue, New York, New York 10017.

Neither Joshua N. Solomon, Abigail R. Solomon nor Kate J. Solomon has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Joshua N. Solomon, Abigail R. Solomon and Kate J. Solomon are each citizens of the United States.

Mr. Solomon disclaims beneficial ownership of the 1,060,695 shares of Common Stock (including 311,850 shares of Common Stock into which 45,000 shares of Class C Preferred Stock are presently convertible) held by the Trusts.

(c) On August 19, 2003, Mr. Solomon received options to purchase 3,039 shares of Common Stock under the Company's 2003 Non-Employee Directors' Stock Option Plan. The exercise price for these options is \$30.29.

During the past sixty days, each of the Trusts has effected dispositions, pursuant to a previously adopted plan intended to comply with Rule

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10b5-1(c) under the Act, of shares of Common Stock held by the Trusts. See SCHEDULE A for a listing of all such transactions. Mr. Solomon is a co-trustee of the Trusts and, accordingly, may be deemed to have a beneficial interest therein. As set forth in Item 5(b), Mr. Solomon expressly disclaims beneficial ownership with respect to all securities held by the Trusts.

(d) Pursuant to the agreements governing the Trusts, the beneficiary of each Trust has the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of securities owned by the Trust.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Except as described above, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 hereof or between such persons and any other person with respect to any securities of the Company, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, divisions of profits or loss or the giving or withholding of proxies.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS.

None.

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SIGNATURE

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

Dated: September 15, 2003

/s/ Peter J. Solomon

Peter J. Solomon

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SCHEDULE A

DATE OF TRANSACTION	NUMBER OF SHARES SOLD (1)	PRICE PER SHARE (\$)
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07/15/03	200	\$28.5810
07/15/03	100	\$28.5900
07/15/03	300	\$28.6100
07/15/03	100	\$28.6200
07/15/03	200	\$28.6600
07/15/03	100	\$28.6700
07/15/03	200	\$28.6800
07/15/03	200	\$28.7700
07/15/03	200	\$28.7900
07/15/03	9,027	\$28.8000
07/15/03	2,519	\$28.8100
07/15/03	1,400	\$28.8200
07/15/03	73	\$28.8500
07/15/03	300	\$28.9000
07/15/03	81	\$28.9100
07/16/03	600	\$28.3600
07/16/03	200	\$28.3899
07/16/03	200	\$28.4200
07/16/03	200	\$28.4300
07/16/03	600	\$28.4700
07/16/03	300	\$28.4800
07/16/03	200	\$28.4900
07/16/03	100	\$28.5000
07/16/03	400	\$28.5100
07/16/03	600	\$28.5400
07/16/03	200	\$28.5500
07/16/03	600	\$28.5600
07/16/03	286	\$28.5700
07/16/03	605	\$28.6000
07/16/03	200	\$28.6100
07/16/03	200	\$28.6300
07/16/03	300	\$28.6400
07/16/03	200	\$28.6500
07/16/03	5	\$28.6600
07/16/03	2	\$28.7300
07/16/03	2	\$28.8400
07/17/03	200	\$28.1500

(1) The amounts shown in this column represent the aggregate number of shares disposed of by all three of the Trusts on the stated date and at the stated price.

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DATE OF TRANSACTION	NUMBER OF SHARES SOLD(1)	PRICE PER SHARE (\$)
07/17/03	3,000	\$28.3000
07/17/03	1,200	\$28.3100
07/17/03	400	\$28.3200
07/21/03	380	\$27.6900
07/21/03	2,020	\$27.7000
07/21/03	300	\$27.7500
07/21/03	300	\$27.9000
07/22/03	2,300	\$27.6500
07/22/03	600	\$27.6600

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07/22/03	3,300	\$27.7000
07/22/03	1,500	\$27.7500
07/22/03	500	\$27.8000
07/22/03	500	\$27.9000
07/22/03	300	\$27.9500
07/22/03	404	\$27.9800
07/22/03	100	\$27.9900
07/22/03	700	\$28.0000
07/22/03	96	\$28.0100
07/22/03	200	\$28.0500
07/23/03	300	\$28.6000
07/23/03	300	\$28.6500
07/23/03	900	\$28.7200
07/23/03	900	\$28.7500
07/23/03	300	\$28.7800
07/23/03	300	\$28.7900
07/23/03	900	\$28.8000
07/23/03	1,200	\$28.8500
07/23/03	300	\$28.8750
07/23/03	600	\$28.8800
07/23/03	600	\$28.8900
07/23/03	300	\$28.8950
07/23/03	600	\$28.9000
07/23/03	300	\$28.9200
07/23/03	300	\$28.9300
07/23/03	300	\$28.9350
07/23/03	6,600	\$28.9400
07/23/03	900	\$29.0000
07/23/03	1,000	\$29.1000
07/23/03	900	\$29.1100
07/23/03	100	\$29.1500
07/23/03	900	\$29.2000
07/23/03	2,700	\$29.2250
07/23/03	4,200	\$29.2500

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DATE OF TRANSACTION	NUMBER OF SHARES SOLD (1)	PRICE PER SHARE (\$)
08/19/03	600	\$30.2700
08/19/03	1,104	\$30.3000
08/19/03	581	\$30.3300
08/19/03	300	\$30.3400
08/19/03	400	\$30.3500
08/19/03	200	\$30.3510
08/19/03	300	\$30.4000
08/19/03	195	\$30.4300
08/19/03	300	\$30.4400
08/19/03	120	\$30.4500
08/20/03	300	\$30.0000
08/20/03	300	\$30.4300
08/20/03	600	\$30.4500
08/21/03	1,500	\$29.9700
08/21/03	2,332	\$30.0000
08/21/03	100	\$30.0800
08/22/03	300	\$29.9900
08/22/03	8,700	\$30.0000

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08/25/03	600	\$29.8200
08/25/03	900	\$29.8300
08/25/03	300	\$29.8500
08/25/03	300	\$29.9000
08/25/03	600	\$29.9500
08/25/03	600	\$29.9600
08/25/03	300	\$29.9900
08/25/03	1,500	\$30.0000
08/25/03	500	\$30.0300
08/25/03	151	\$30.0500
08/26/03	300	\$29.6700
08/26/03	300	\$29.7200
08/26/03	900	\$29.8000
08/26/03	300	\$29.8200
08/26/03	1,500	\$29.8400
08/26/03	5,400	\$29.8500
08/26/03	221	\$29.8700
08/26/03	900	\$29.9000
08/26/03	1,300	\$29.9500
08/27/03	300	\$29.8500
08/27/03	182	\$29.8600
08/27/03	500	\$29.8800
08/27/03	1,922	\$29.9200
08/27/03	400	\$29.9300
08/27/03	1,756	\$29.9500

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DATE OF TRANSACTION	NUMBER OF SHARES SOLD (1)	PRICE PER SHARE (\$)
08/27/03	176	\$29.9600
08/27/03	1,200	\$29.9800
08/27/03	1,218	\$30.0000
08/27/03	300	\$30.0200
08/28/03	58	\$29.7500
08/28/03	5,600	\$29.7700
08/28/03	10,027	\$29.7846
08/28/03	300	\$29.8300
08/28/03	3,115	\$29.8500
08/28/03	300	\$29.8800
08/28/03	300	\$29.9000
08/29/03	242	\$29.7000
08/29/03	700	\$29.8000
08/29/03	1,000	\$29.8100
08/29/03	300	\$29.8500