

RICHARDSON ELECTRONICS LTD/DE

Form SC 13G

October 19, 2005

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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.)*

Richardson Electronics, Ltd.

(Name of Issuer)

Common Stock, par value \$.05 per share

(Title of Class of Securities)

763165107

(CUSIP Number)

June 27, 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)

*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 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.

13G

CUSIP No.
763165107

36-2096643

1. Name of Reporting Person: EagleRock Capital Management, LLC
I.R.S. Identification Nos. of above persons (entities only): 36-2096643

2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
973,201

6. Shared Voting Power:
0

7. Sole Dispositive Power:
973,201

8. Shared Dispositive Power:
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
973,201

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

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11. Percent of Class Represented by Amount in Row (9):
6.8%**

12. Type of Reporting Person:*\br/>OO

* SEE INSTRUCTIONS BEFORE FILLING OUT
**SEE ITEM 4(b).

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CUSIP No. 763165107

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Nader Tavakoli

2. Check the Appropriate Box if a Member of a Group:
(a)
(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
U.S. Citizen

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
1,018,757

6. Shared Voting Power:
0

7. Sole Dispositive Power:
1,018,757

8. Shared Dispositive Power:
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
1,018,757

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

11.

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Percent of Class Represented by Amount in Row (9):
7.1%**

12. Type of Reporting Person:
IN

* SEE INSTRUCTIONS BEFORE FILLING OUT
**SEE ITEM 4(b).

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SCHEDULE 13G

This Schedule 13G (the Schedule 13G) is being filed on behalf of EagleRock Capital Management, LLC, a Delaware limited liability company (EagleRock Capital), and Mr. Nader Tavakoli the principal of EagleRock, relating to shares of Common Stock, par value \$0.05 per share (the Common Stock), of Richardson Electronics, Ltd., a Delaware corporation (the Issuer).

This Schedule 13G relates to Common Stock of the Issuer purchased by Nader Tavakoli and EagleRock Capital for the account of EagleRock Master Fund, LP (ERMF), a Cayman Islands limited partnership, EagleRock Institutional Partners LP (ERIP), a Delaware limited partnership, and Nader Tavakoli. EagleRock Master Fund, LP holds 727,866 shares of Common Stock of the Issuer for the accounts of EagleRock Capital Partners, L.P., EagleRock Capital Partners (QP), LP, both Delaware limited partnerships, and EagleRock Capital Partners Offshore Fund, Ltd. (together the Capital Funds). EagleRock Institutional Partners LP holds 245,335 shares of Common Stock. Nader Tavakoli holds 45,556 shares of Common Stock individually. EagleRock Capital acts as investment manager to each of the Capital Funds, ERMF and ERIP, and Mr. Tavakoli, as manager of EagleRock Capital, controls the investment decisions of EagleRock Capital.

Item 1(a) Name of Issuer.

Richardson Electronics, Ltd.

Item 1(b) Address of Issuer s Principal Executive Offices.

P.O. Box 393
40W267 Keslinger Road
LaFox, IL 60147-0393

Item 2(a) Name of Person Filing.

EagleRock Capital Management, LLC and Nader Tavakoli.

Item 2(b) Address of Principal Business Office, or, if none, Residence.

551 Fifth Avenue, 34th Floor
New York, New York 10176

Item 2(c) Citizenship or Place of Organization.

EagleRock Capital is a limited liability company organized under the laws of the state of Delaware. Nader Tavakoli is the Manager of EagleRock Capital and is a United States citizen.

Item 2(d) Title of Class of Securities.

Common Stock, par value \$.05 per share (the Common Stock).

Item 2(e) CUSIP Number.

763165107

Item 3 Reporting Person.

Inapplicable.

Item 4 Ownership.

- (a) EagleRock Capital is the beneficial owner of 973,201 shares of Common Stock and Mr. Tavakoli is the beneficial owner of 1,018,757 shares of Common Stock.
- (b) EagleRock Capital is the beneficial owner of 6.8% and Mr. Tavakoli is the beneficial owner of 7.1% of the outstanding shares of Common Stock. This percentage is determined by dividing the number of shares beneficially held by each reporting person by 14,290,918, the number of shares of Common Stock issued and outstanding as of October 11, 2005, as reported in the Issuer's quarterly report on Form 10-Q for the quarter ending September 3, 2005.
- (c) EagleRock Capital, as the investment manager of EagleRock Master Fund, LP and EagleRock Institutional Partners LP, has the sole power to vote and dispose of the 973,201 shares of Common Stock held by EagleRock Master Fund and EagleRock Institutional Partners LP. As the Manager of EagleRock Capital, Mr. Tavakoli may direct the voting and disposition of the 1,018,757 shares of Common Stock held by EagleRock Master Fund, LP, EagleRock Institutional Partners LP and Nader Tavakoli.

Item 5 Ownership of Five Percent or Less of a Class.

Inapplicable.

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Inapplicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.

Inapplicable.

Item 8 Identification and Classification of Members of the Group.

Inapplicable.

Item 9 Notice of Dissolution of Group.

Inapplicable.

Item 10 Certification.

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 transaction having that purpose or effect.

Exhibits Exhibit 99.1

Joint Filing Agreement dated October 19, 2005 between EagleRock Capital Management and Nader Tavakoli.

[Signature Page Follows]

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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.

Date: October 19, 2005

EagleRock Capital Management,
LLC

By: /s/ Nader Tavakoli
Nader Tavakoli, Managing
Member

/s/ Nader Tavakoli

Nader Tavakoli

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