

Edgar Filing: RCG COMPANIES INC - Form SC 13G

RCG COMPANIES INC
Form SC 13G
February 08, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Under the Securities Exchange Act of 1934

SCHEDULE 13G

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934

RCG Companies Incorporated

(Name of Issuer)

Common Stock, par value \$0.04 per share

(Title of Class of Securities)

749328100

January 25, 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)

SCHEDULE 13G

CUSIP No. 749328100

1) NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

First New York Securities L.L.C.

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5) SOLE VOTING POWER
NUMBER OF SHARES 407,300

6) SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH 0
None

7) SOLE DISPOSITIVE POWER
REPORTING PERSON WITH 407,300

8) SHARED DISPOSITIVE POWER
None

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
407,300

10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.9%

12) TYPE OF REPORTING PERSON
BD

SCHEDULE 13G

CUSIP No. 749328100

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Judy Finger

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5) SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

165,000

6) SHARED VOTING POWER

791,300

7) SOLE DISPOSITIVE POWER

165,000

8) SHARED DISPOSITIVE POWER

994,950

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,159,950

10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.5%

12) TYPE OF REPORTING PERSON

IN

SCHEDULE 13G

CUSIP No. 749328100

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

Douglas Topkis

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

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	5)	SOLE VOTING POWER	
NUMBER		None	
OF		-----	
SHARES	6)	SHARED VOTING POWER	
BENEFICIALLY		791,300	
OWNED BY		-----	
EACH	7)	SOLE DISPOSITIVE POWER	
REPORTING		None	
PERSON		-----	
WITH	8)	SHARED DISPOSITIVE POWER	
		994,950	

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

994,950

10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

|_ |

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.7%

12) TYPE OF REPORTING PERSON

IN

SCHEDULE 13G

CUSIP No. 749328100

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

Haystack Capital L.P.

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_ |
(b) |X |

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	5)	SOLE VOTING POWER	
NUMBER		530,600	
OF		-----	
SHARES	6)	SHARED VOTING POWER	
BENEFICIALLY			

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OWNED BY EACH REPORTING PERSON WITH	None

	7) SOLE DISPOSITIVE POWER
	530,600

	8) SHARED DISPOSITIVE POWER
	None
9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	530,600
10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	<input type="checkbox"/>
11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	2.5%
12) TYPE OF REPORTING PERSON	
	PN

Schedule 13G

Item 1(a). Name of Issuer:

RCG Companies Incorporated

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

6836 Morrison Boulevard, Suite 200
Charlotte, North Carolina 28211

Item 2(a). Name of Person Filing:

- (1) First New York Securities L.L.C. ("FNYS")
- (2) Judy Finger. Ms. Finger is employed by and trades securities of the issuer for the proprietary account of FNYS. Ms. Finger and Mr. Topkis are the managing members of Haystack Capital L.L.C., which is the general partner of Haystack Capital L.P., a hedge fund.
- (3) Douglas Topkis. Mr. Topkis is employed by and trades securities of the issuer for the proprietary account of FNYS. Ms. Finger and Mr. Topkis are the managing members of Haystack Capital L.L.C., which is the general partner of Haystack Capital L.P., a hedge fund.
- (4) Haystack Capital L.P. Haystack Capital L.P. is a hedge fund of which Haystack Capital L.L.C. is the sole general partner. Ms. Finger and Mr. Topkis are the managing members of Haystack Capital L.L.C.

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

- (1) First New York Securities L.L.C.: 850 Third Avenue, 17th Floor
New York, NY 10022

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- (2) Judy Finger: c/o First New York Securities L.L.C.
850 Third Avenue, 8th Floor
New York, NY 10022
- (3) Douglas Topkis: c/o First New York Securities L.L.C.
850 Third Avenue, 8th Floor
New York, NY 10022
- (4) Haystack Capital L.P. c/o First New York Securities L.L.C.
850 Third Avenue, 17th Floor
New York, NY 10022

Item 2(c). Citizenship:

- (1) First New York Securities L.L.C.: New York
- (2) Judy Finger: United States
- (3) Douglas Topkis: United States
- (4) Haystack Capital L.P. Delaware

Item 2(d). Title of Class of Securities:

Common Stock, par value \$.04 per share

Item 2(e). CUSIP Number:

749328100

Item 3. If this statement is filed pursuant to ss.ss. 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or Dealer Registered Under Section 15 of the Act (15 U.S.C. 78o)
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c)
- (c) Insurance Company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c)
- (d) Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e) Investment Adviser in accordance with ss. 240.13d-1(b)(1)(ii)(E)
- (f) Employee benefit plan or endowment fund in accordance with ss. 240.13d-1(b)(1)(ii)(F)
- (g) Parent Holding Company or control person in accordance with ss.240.13d-1(b)(ii)(G)
- (h) Savings Association as defined in ss.3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) Church plan that is excluded from the definition of an

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investment company under ss.3(c)(15) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)

(j) Group, in accordance with ss.240.13d-1(b)(ii)(J)

Item 4. Ownership.

(a) Amount beneficially owned:(1)

- (1) First New York Securities L.L.C.: 407,300
- (2) Judy Finger: 1,159,950
- (3) Douglas Topkis: 994,950
- (4) Haystack Capital L.P.: 530,600

1 Percentages based on 21,170,290 shares of Common Stock outstanding as reported in the Issuer's Form 10-Q for the quarter ended September 30, 2004.

(b) Percent of class:

- (1) First New York Securities L.L.C.: 1.9%
- (2) Judy Finger: 5.5%
- (3) Douglas Topkis: 4.7%
- (4) Haystack Capital L.P.: 2.5%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

- (1) First New York Securities L.L.C.: 407,300
- (2) Judy Finger: 165,000
- (3) Douglas Topkis: 0
- (4) Haystack Capital L.P.: 530,600

(ii) Shared power to vote or to direct the vote:

- (1) First New York Securities L.L.C.: 0
- (2) Judy Finger: 791,300 (2)
- (3) Douglas Topkis: 791,300 (2)
- (4) Haystack Capital L.P.: 0

(iii) Sole power to dispose or to direct the disposition of:

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- (1) First New York Securities L.L.C.: 407,300
- (2) Judy Finger: 165,000
- (3) Douglas Topkis: 0
- (4) Haystack Capital L.P.: 530,600

(iv) Shared power to dispose or to direct the disposition of:

- (1) First New York Securities L.L.C.: 0
- (2) Judy Finger: 994,950 (2) (3)
- (3) Douglas Topkis: 994,950 (2) (3)
- (4) Haystack Capital L.P.: 0

-
- 2 Includes shares that are held in a managed account over which Ms. Finger and Mr. Topkis have discretionary investment authority.
 - 3 Includes shares owned by First New York Securities L.L.C. as to which the reporting person may be deemed to share dispositive power.

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

Not Applicable.

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.

See Item 2(a) above.

Item 9. Notice of Dissolution of Group.

Not Applicable.

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.

SIGNATURE

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

Date: February 8, 2005

FIRST NEW YORK SECURITIES L.L.C.

BY: /s/ Mario Maugeri

Name: Mario Maugeri
Title: Director of Operations

/s/ Judy Finger

Judy Finger

/s/ Douglas Topkis

Douglas Topkis

HAYSTACK CAPITAL L.P.

BY: Haystack Capital L.L.C., its
General Partner

BY: /s/ Judy Finger

Name: Judy Finger
Title: Managing Member

Exhibit 1

AGREEMENT OF JOINT FILING

Pursuant to rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned persons hereby agree to file with the Securities and Exchange Commission the Statement on Schedule 13G (the "Statement") to which this Agreement is attached as an exhibit, and agree that such Statement, as so filed is on the behalf of each of them.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of February 8, 2005.

FIRST NEW YORK SECURITIES L.L.C.

BY: /s/ Mario Maugeri

Name: Mario Maugeri
Title: Director of Operations

/s/ Judy Finger

Judy Finger

/s/ Douglas Topkis

Douglas Topkis

HAYSTACK CAPITAL L.P.

BY: Haystack Capital L.L.C., its
General Partner

BY: /s/ Judy Finger

Name: Judy Finger
Title: Managing Member