

J O HAMBRO CAPITAL MANAGEMENT LTD
Form SC 13G/A
February 14, 2002

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

SCHEDULE 13G

Information to be Included in Statements Filed Pursuant
to Rules 13d-1(b) (c) and (d) and Amendments thereto Filed
Pursuant to Rule 13d-2(b)

(Amendment No. 1)*

OAKHURST COMPANY, INC.

(Name of issuer)

Common Stock, par value \$0.01 per share

(Title of class of securities)

672202108

(CUSIP number)

July 18, 2001

(Dates of Events which Require Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which the Schedule
is filed

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

CUSIP No. 672202108

SCHEDULE 13G

Page 2 of 11 Pages

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
J O Hambro Capital Management Limited
No IRS Identification Number

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

SEC USE ONLY

3

Edgar Filing: J O HAMBRO CAPITAL MANAGEMENT LTD - Form SC 13G/A

4 CITIZENSHIP OR PLACE OF ORGANIZATION
England

| | | |
|-----------------------|---------|--------------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF SHARES | 0 | |
| ----- | | |
| | 6 | SHARED VOTING POWER |
| BENEFICIALLY OWNED BY | 605,520 | |
| ----- | | |
| | 7 | SOLE DISPOSITIVE POWER |
| EACH REPORTING PERSON | 0 | |
| ----- | | |
| | 8 | SHARED DISPOSITIVE POWER |
| WITH | 605,520 | |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
605,520

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
12.3%

12 TYPE OF REPORTING PERSON*
IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 672202108 SCHEDULE 13G Page 3 of 11 Pages

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
J O Hambro Capital Management Group Limited
No IRS Identification Number

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
England

Edgar Filing: J O HAMBRO CAPITAL MANAGEMENT LTD - Form SC 13G/A

| | | |
|---|--|--------------------------|
| | | SOLE VOTING POWER |
| 5 | | |
| NUMBER OF SHARES | 0 | |
| | | SHARED VOTING POWER |
| 6 | | |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON | 605,520 | |
| | | SOLE DISPOSITIVE POWER |
| 7 | | |
| REPORTING PERSON WITH | 0 | |
| | | SHARED DISPOSITIVE POWER |
| 8 | | |
| | 605,520 | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 605,520 | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* | |
| | <input type="checkbox"/> | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | 12.3% | |
| 12 | TYPE OF REPORTING PERSON* | |
| | IA, CO | |

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 672202108

SCHEDULE 13G

Page 4 of 11 Pages

| | | |
|---|--|-------------------------------------|
| 1 | NAME OF REPORTING PERSONS | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | |
| | Growth Financial Services Limited | |
| | No IRS Identification Number | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | |
| | (a) | <input type="checkbox"/> |
| | (b) | <input checked="" type="checkbox"/> |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | England | |
| 5 | SOLE VOTING POWER | |

Edgar Filing: J O HAMBRO CAPITAL MANAGEMENT LTD - Form SC 13G/A

| | | |
|--------------------------|--|--------------------------|
| NUMBER OF SHARES | 0 | ----- |
| | | SHARED VOTING POWER |
| BENEFICIALLY OWNED BY | 6 | 605,520 |
| | | ----- |
| EACH | | SOLE DISPOSITIVE POWER |
| REPORTING PERSON | 7 | 0 |
| | | ----- |
| WITH | 8 | SHARED DISPOSITIVE POWER |
| | | 605,520 |
| | | ----- |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 605,520 | |
| | ----- | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* | |
| | [] | |
| | ----- | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | 12.3% | |
| | ----- | |
| 12 | TYPE OF REPORTING PERSON* | |
| | CO | |
| | ----- | |

*SEE INSTRUCTIONS BEFORE FILLING OUT!

| | | |
|---------------------|--------------|--------------------|
| ----- | ----- | ----- |
| CUSIP No. 672202108 | SCHEDULE 13G | Page 5 of 11 Pages |
| ----- | ----- | ----- |

| | | |
|---|--|---------------------|
| 1 | NAME OF REPORTING PERSONS | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | |
| | North Atlantic Smaller Companies Investment Trust plc | |
| | No IRS Identification Number | |
| | ----- | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | |
| | | (a) [] |
| | | (b) [X] |
| | ----- | |
| 3 | SEC USE ONLY | |
| | ----- | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | England | |
| | ----- | |
| | | SOLE VOTING POWER |
| | 5 | 0 |
| | | ----- |
| | | SHARED VOTING POWER |
| | 6 | |
| | | ----- |
| | | SHARED VOTING POWER |
| | 6 | |
| | | ----- |

Edgar Filing: J O HAMBRO CAPITAL MANAGEMENT LTD - Form SC 13G/A

| | | |
|------------------|--|--------------------------|
| OWNED BY | 605,520 | |
| ----- | | |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING PERSON | 0 | |
| ----- | | |
| WITH | 8 | SHARED DISPOSITIVE POWER |
| | 605,520 | |
| ----- | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 605,520 | |
| ----- | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* | |
| | [] | |
| ----- | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | 12.3% | |
| ----- | | |
| 12 | TYPE OF REPORTING PERSON* | |
| | IV, CO | |
| ----- | | |

*SEE INSTRUCTIONS BEFORE FILLING OUT!

| | | |
|---------------------|--------------|--------------------|
| ----- | ----- | ----- |
| CUSIP No. 672202108 | SCHEDULE 13G | Page 6 of 11 Pages |
| ----- | ----- | ----- |

| | | |
|----------------------------|--|------------------------|
| 1 | NAME OF REPORTING PERSONS | |
| | I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | |
| | Christopher Harwood Bernard Mills | |
| | No IRS Identification Number | |
| ----- | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | |
| | (a) | [] |
| | (b) | [X] |
| ----- | | |
| 3 | SEC USE ONLY | |
| ----- | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | England | |
| ----- | | |
| | 5 | SOLE VOTING POWER |
| NUMBER OF SHARES | 0 | |
| ----- | | |
| | 6 | SHARED VOTING POWER |
| BENEFICIALLY OWNED BY EACH | 605,520 | |
| ----- | | |
| | | SOLE DISPOSITIVE POWER |

Edgar Filing: J O HAMBRO CAPITAL MANAGEMENT LTD - Form SC 13G/A

| | | |
|------------------|---|-------------------------------------|
| REPORTING PERSON | 7 | 0 |
| ----- | | |
| WITH | 8 | SHARED DISPOSITIVE POWER 605,520 |
| ----- | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 605,520 | |
| ----- | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [] | |
| ----- | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 12.3% | |
| ----- | | |
| 12 | TYPE OF REPORTING PERSON* IN | |
| ----- | | |

*SEE INSTRUCTIONS BEFORE FILLING OUT!

AMENDMENT NO. 1 TO
STATEMENT ON SCHEDULE 13G

This Amendment No. 1 to Statement on Schedule 13G (the "Amendment") amends Item 4 of the Statement on Schedule 13G (the "Schedule 13G") filed on October 10, 2001 with the Securities and Exchange Commission (the "SEC") by certain of the Filing Parties (defined below).

Item 1(a). Name of Issuer:

Oakhurst Company, Inc. (the "Company")

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

3365 Spruce Lane
Grapevine, Texas 76051

Item 2(a). Name of Person Filing.

This Amendment is filed on behalf of the following five parties, who are collectively referred to as the "Filing Parties":

1. J O Hambro Capital Management Group Limited ("J O Hambro Group"), formerly named J O Hambro Capital Management (Holdings) Limited, is a corporation organized under the laws of England with its principal office and business at Ryder Court, 14 Ryder Street, London SW1Y 6QB England. Holdings functions as the ultimate holding company for J O Hambro Capital Management Limited.
2. J O Hambro Capital Management Limited ("J O Hambro Capital Management"),

Edgar Filing: J O HAMBRO CAPITAL MANAGEMENT LTD - Form SC 13G/A

formerly named J O Hambro & Partners Limited, is a corporation organized under the laws of England with its principal office and business at Ryder Court, 14 Ryder Street, London SW1Y 6QB England. J O Hambro Capital Management is principally engaged in the business of investment management and advising. It serves as co-investment adviser to NASCIT and as investment adviser to Oryx as well as private clients.

3. Christopher Harwood Bernard Mills is a British citizen whose business address is Ryder Court, 14 Ryder Street, London SW1Y 6QB England. His principal employment includes service as executive director of NASCIT, as a director of J O Hambro Capital Management and Oryx, and as co-investment adviser to NASCIT.
4. Growth Financial Services Limited ("GFS"), formerly named Growth Investment Management Limited, is a corporation organized under the laws of England with its principal office at 77 Middle Street, Brockham, Surrey RH3 7HL England and with its

Pages 7 of 11 Pages

principal business at Ryder Court, 14 Ryder Street, London SW1Y 6QB England. GFS has undertaken to provide the services of Christopher Mills to NASCIT.

5. North Atlantic Smaller Companies Investment Trust plc ("NASCIT"), formerly named Consolidated Venture Trust plc, is a corporation organized under the laws of England with its principal office and business at Ryder Court, 14 Ryder Street, London SW1Y 6QB England. NASCIT is a publicly-held investment trust company. Christopher Harwood Bernard Mills and J O Hambro Capital Management serve as co-investment advisers to NASCIT.

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

The principal business address of the Filing Parties is c/o J O Hambro Capital Management Limited, Ryder Court, 14 Ryder Street, London SW1Y 6QB England.

Item 2(c). Citizenship:

England

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

Common Stock, par value \$0.01 per share.

Item 2(e). CUSIP Number:

672202108

Item 3. If the statement is filed pursuant to Rules 13d-1(b) or 13d-2(b),

check whether the person filing is a:

Not Applicable.

Edgar Filing: J O HAMBRO CAPITAL MANAGEMENT LTD - Form SC 13G/A

Item 4. Ownership.

The aggregate number and percentage of the outstanding Common Stock of the Company beneficially owned by each of the Filing Parties are as follows:

| Filing Party | Aggregate Number of Shares: | Number of Shares: Sole Power to Vote | Number of Shares: Shared Power to Vote | Number of Shares: Sole or Shared Power to Dispose | Approximate Percentage* |
|------------------|-----------------------------|--------------------------------------|--|---|-------------------------|
| J O Hambro Group | 605,520 | 0 | 605,520 | 605,520 | 12.3% |

Page 8 of 11 Pages

| Filing Party | Aggregate Number of Shares: | Number of Shares: Sole Power to Vote | Number of Shares: Shared Power to Vote | Number of Shares: Sole or Shared Power to Dispose | Approximate Percentage |
|-------------------------------|-----------------------------|--------------------------------------|--|---|------------------------|
| J O Hambro Capital Management | 605,520 | 0 | 605,520 | 605,520 | 12.3% |
| Christopher H.B. Mills | 605,520 | 0 | 605,520 | 605,520 | 12.3% |
| NASCIT | 605,520 | 0 | 605,520 | 605,520 | 12.3% |
| GFS | 605,520 | 0 | 605,520 | 605,520 | 12.3% |

* Based on 4,943,018 shares of Common Stock, par value \$0.01 per share, outstanding as of July 16, 2001, which is based on information reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended May 31, 2001.

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 hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

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

As co-investment advisers to NASCIT, Christopher Harwood Bernard Mills and J O Hambro Capital Management share the right to transfer and vote the shares of Common Stock of the Company pursuant to an agreement entered into among NASCIT, GFS and Christopher Mills and an agreement entered into between NASCIT and J O Hambro Capital Management, each dated as of January 7, 1993, respectively.

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).

Item 9. Notice of Dissolution of Group:

Not Applicable.

Page 9 of 11 Pages

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.

Page 10 of 11 Pages

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.

Dated: February 14, 2002

J O HAMBRO CAPITAL MANAGEMENT LIMITED

By: /s/ Graham Warner

Name: Graham Warner
Title: Finance Director
Executed on behalf of the parties hereto
pursuant to the Joint Filing Agreement,
as previously filed.

Page 11 of 11 Pages