

Edgar Filing: UNOVA INC - Form SC 13D/A

UNOVA INC
Form SC 13D/A
March 31, 2003

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No.8) *

UNOVA, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

91529B106

(CUSIP Number)

Thomas P. Hyatte
Unitrin, Inc.
One East Wacker Drive
Chicago, IL 60601
(312) 661-4930

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

March 28, 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 that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-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 ss.240.13d-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 disclosures provided in a prior cover page.

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The information required on 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 ("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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SCHEDULE 13D

CUSIP No. 91529B106

1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only).

Unitrin, Inc.
95-4255452

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

3. SEC Use Only

4. Source of Funds (See Instructions)
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant
to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Delaware

| | |
|--|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. Sole Voting Power 0 |
| | 8. Shared Voting Power 12,657,764 |
| | 9. Sole Dispositive Power 0 |
| | 10. Shared Dispositive Power 12,657,764 |

11. Aggregate Amount Beneficially Owned by Each Reporting Person
12,657,764 (owned indirectly through a subsidiary as noted on pages 3
through 5)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)

13. Percent of Class Represented by Amount in Row (11)
21.56%

14. Type of Reporting Person (See Instructions)

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HC, CO

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CUSIP NO. 91529B106

1. Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only).

Trinity Universal Insurance Company
75-0620550

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

3. SEC Use Only

4. Source of Funds (See Instructions)
N/A

5. Check if Disclosure of Legal Proceedings Is Required Pursuant
to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Texas

- | | |
|--|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. Sole Voting Power 0 |
| | 8. Shared Voting Power 12,657,764 |
| | 9. Sole Dispositive Power 0 |
| | 10. Shared Dispositive Power 12,657,764 |

11. Aggregate Amount Beneficially Owned by Each Reporting Person
12,657,764

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)

13. Percent of Class Represented by Amount in Row (11)
21.56%

14. Type of Reporting Person (See Instructions)
IC, CO

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Amendment No. 8 to Schedule 13D

This Amendment No. 8 amends and supplements the Schedule 13D originally filed by Unitrin, Inc., Trinity Universal Insurance Company and United Insurance Company of America, dated November 3, 1997, as amended by Amendment No. 1, dated February 1, 2001, Amendment No. 2, dated March 15, 2001, Amendment No. 3, dated June 8, 2001, Amendment No. 4, dated July 13, 2001, Amendment No. 5, dated March 8, 2002, Amendment No. 6 dated July 9, 2002 and Amendment No. 7 dated July 29, 2002. Terms used herein and not otherwise defined have the meanings given such terms in the original Schedule 13D, dated November 3, 1997.

Item 1. Security and Issuer

The class of equity securities to which this Schedule 13D relates is the common stock, par value \$0.01 per share (the "Common Stock"), of UNOVA, Inc., a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at 21900 Burbank Boulevard, Woodland Hills, California 91367.

Item 2. Identity and Background

For information concerning the directors and executive officers of Unitrin and Trinity, see Schedules UNIT and T, respectively to this Amendment. All persons listed on such Schedules are U.S. citizens.

No filing person has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) during the past five years; nor, to the best knowledge and belief of the filing persons, has anyone listed in the attached Schedules been convicted in such proceedings.

To the best knowledge and belief of the filing persons, during the past five years no filing person nor anyone listed on the attached Schedules was 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 of finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

On March 28, 2003, Unitrin transferred to Trinity 12,657,764 shares of Common Stock, representing all of Unitrin's holdings of the Issuer's Common Stock, as a contribution of capital. Trinity is a wholly owned subsidiary of Unitrin.

Item 4. Purpose of Transaction

In January 2003, the Issuer repaid in full all its obligations under its financing arrangements with Unitrin described in Amendment No. 4 to Schedule 13D. In connection with Unitrin's investment in the Issuer, Unitrin may consider, make proposals with respect to, and/or enter into discussions regarding, one or more of the transactions and events specified in clauses (a) through (j) of Item 4 of Schedule 13D including transactions involving debt or equity financing of the Issuer. There can be no assurance that Unitrin will take any such actions or that, if taken, any such actions will be consummated or result in any transaction of the Issuer's securities.

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Item 5. Interest in Securities of the Issuer

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As described in Item 3 above, Unitrin transferred to Trinity 12,657,764 shares of Common Stock, representing all of Unitrin's holdings of the Issuer's Common Stock, as a contribution of capital on March 28, 2003. Prior to this transaction, Unitrin directly owned such shares of Common Stock. Accordingly, this transaction represents only a change in the form of Unitrin's beneficial ownership interest in the subject shares of Issuer's Common Stock from direct to indirect.

As indicated on the cover pages, Unitrin beneficially owns 12,657,764 shares of Common Stock over which it has shared voting and dispositive powers.

As indicated on the cover pages, Trinity beneficially owns 12,657,764 shares of Common Stock over which it has shared voting and dispositive powers.

Except as described in this Amendment No. 8 to Schedule 13D, to the best knowledge and belief of the filing persons, during the past sixty (60) days no filing person nor anyone listed in the attached Schedules has entered into any transactions involving the Issuer's Common Stock. To the best knowledge and belief of the filing persons, no one listed on the attached Schedules beneficially owns shares of the Issuer's Common Stock.

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: March 28, 2003

UNITRIN, INC.

By: /s/ Richard Roeske

Richard Roeske
Vice President

TRINITY UNIVERSAL INSURANCE COMPANY

By: /s/ John M. Boschelli

John M. Boschelli
Assistant Treasurer

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SCHEDULE UNIT

UNITRIN, INC.

| NAME (ALL U.S. CITIZENS UNLESS OTHERWISE NOTED) | BUSINESS ADDRESS | POSITION WITH UNITRIN (PRINCIPAL OCCUPATION, IF DIFFERENT, PRESENTED IN FOOTNOTES) |
|---|------------------|--|
| James E. Annable | (2) | Director |
| David F. Bengston (10) | (1) | Vice President |

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| | | |
|--------------------------|-----|---|
| John M. Boschelli | (1) | Treasurer |
| Eric J. Draut (10) | (1) | Director, Executive Vice President, & Chief Financial Officer |
| Douglas G. Geoga | (3) | Director |
| Reuben L. Hedlund | (4) | Director |
| Jerrold V. Jerome | (5) | Director |
| William E. Johnston, Jr. | (6) | Director |
| Wayne Kauth | (7) | Director |
| Edward J. Konar | (1) | Vice President |
| Scott Renwick | (1) | Senior Vice President, Secretary & General Counsel |
| Richard Roeske (10) | (1) | Vice President & Chief Accounting Officer |
| Fayez S. Sarofim | (8) | Director |
| Donald G. Southwell (10) | (1) | Director, President & Chief Operating Officer |
| Richard C. Vie | (1) | Director, Chairman of the Board & Chief Executive Officer |
| Ann E. Ziegler | (9) | Director |

- (1) One East Wacker Drive, Chicago, Illinois 60601.
- (2) Mr. Annable is Economic Advisor to the Chairman of Bank One Corporation. 1 Bank One Plaza, Suite 0476, Chicago, Illinois 60670.
- (3) Mr. Geoga is President of Hyatt Corporation and AIC Holding Co. 200 West Madison, 38th Floor, Chicago, Illinois 60606.
- (4) Mr. Hedlund is a partner in the law firm of Hedlund & Hanley, LLC 30 West Monroe Street, Suite 500, Chicago, Illinois 60603.
- (5) Mr. Jerome is a retired executive. 41 Country Meadows Road, Rolling Hills Estates, CA 90274.
- (6) Mr. Johnston is President de Conseil de Surveillance and a director of Salins Europe. 155 N. Harbor Drive, Chicago, Illinois 60601.
- (7) Mr. Kauth is an independent consultant to the financial services industry. 233 South Wacker Drive, Chicago, Illinois 60606.
- (8) Mr. Sarofim is the Chairman of the Board and President of Fayez Sarofim & Co., a registered investment advisor. Two Houston Center, Suite 2907, Houston, Texas 77010
- (9) Ms. Ziegler is Senior Vice President of Sara Lee Corporation, and Chief Financial Officer and Senior Vice President Administration of Sara Lee Bakery Group. Three First National Plaza, Suite 4700, Chicago, Illinois 60602
- (10) See also Schedule T filed herewith.

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TRINITY UNIVERSAL INSURANCE COMPANY

| NAME (ALL U.S. CITIZENS UNLESS OTHERWISE NOTED) | BUSINESS ADDRESS | POSITION WITH TRINITY (PRINCIPAL OCCUPATION, IF DIFFERENT, PRESENTED IN FOOTNOTES) |
|---|------------------|--|
| Stuart A. Bailey | (1) | Vice President |
| David F. Bengston (4) | (2) | Director |
| Roger M. Buss | (1) | Vice President |
| Eric J. Draut (4) | (2) | (A) Director |
| Judith E. Fagan | (1) | Senior Vice President, Corporate Secretary & Director |
| William P. Fisanick | (1) | Chief Actuary |
| Samuel L. Fitzpatrick | (2) | Director |
| Dorothy A. Langley | (1) | Vice President & Corporate Counsel |
| James S. Mason, Sr. | (1) | Vice President |
| Kevin T. McNamara | (1) | Vice President |
| Clark H. Roberts | (1) | Vice President & Treasurer |
| Richard Roeske (4) | (2) | Director |
| James A. Schulte | (1) | President & Director |
| Donald G. Southwell (4) | (2) | (A) Director & Chairman of the Board |
| Keith J. Taylor | (3) | Vice President |

(1) 10000 North Central Expressway, Dallas, Texas 75231.

(2) One East Wacker Drive, Chicago, Illinois 60601.

(3) 2450 14th Avenue, S.E., Albany, Oregon 97321

(4) See also Schedule UNIT filed herewith.

(A) Member, Investment Committee of the Board of Directors.