

PATRICK INDUSTRIES INC  
Form SC 13G/A  
February 16, 2010

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1) \***

**Patrick Industries, Inc.**

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(Name of Issuer)

**Common Stock, without par value**

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(Title of Class of Securities)

**703343103**

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(CUSIP Number)

**December 31, 2009**

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(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 ( 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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CUSIP No. **703343103**

1. Names of Reporting Persons. **Andrew K. Boszhardt, Jr.**  
I.R.S. Identification Nos. of above persons (entities only).
  
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
  
(a)   
  
(b)
  
3. SEC Use Only
  
4. Citizenship or Place of Organization **United States**

Number of	5.	Sole Voting Power	<b>266,532</b>
Shares			
Beneficially	6.	Shared Voting Power	<b>230,483</b>
owned by Each			
Reporting	7.	Sole Dispositive Power	<b>266,532</b>
Person With:			
	8.	Shared Dispositive Power	<b>230,483</b>

9. Aggregate Amount Beneficially Owned by Each Reporting Person **497,015**
  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  
11. Percent of Class Represented by Amount in Row (9) **5.4%**
  
12. Type of Reporting Person (See Instructions) **IN**

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CUSIP No. **703343103**

1. Names of Reporting Persons. **Zoltan H. Zsitvay**  
I.R.S. Identification Nos. of above persons (entities only).
  
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
  
(a)   
  
(b)
  
3. SEC Use Only
  
4. Citizenship or Place of Organization **United States**

Number of	5.	Sole Voting Power	<b>55,000</b>
Shares			
Beneficially	6.	Shared Voting Power	<b>230,483</b>
owned by Each			
Reporting	7.	Sole Dispositive Power	<b>55,000</b>
Person With:			
	8.	Shared Dispositive Power	<b>230,483</b>

9. Aggregate Amount Beneficially Owned by Each Reporting Person **285,483**
  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  
11. Percent of Class Represented by Amount in Row (9) **3.1%**
  
12. Type of Reporting Person (See Instructions) **IN**

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CUSIP No. **703343103**

1. Names of Reporting Persons. **Great Oaks Capital Management, LLC**  
I.R.S. Identification Nos. of above persons (entities only).

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization **Delaware**

Number of	5. Sole Voting Power	<b>0</b>
Shares		
Beneficially	6. Shared Voting Power	<b>230,483</b>
owned by Each		
Reporting	7. Sole Dispositive Power	<b>0</b>
Person With:		
	8. Shared Dispositive Power	<b>230,483</b>

9. Aggregate Amount Beneficially Owned by Each Reporting Person **230,483**

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

11. Percent of Class Represented by Amount in Row (9) **2.5%**

12. Type of Reporting Person (See Instructions) **IA, OO**

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CUSIP No. **703343103**

1. Names of Reporting Persons. **GOCP, LLC**  
I.R.S. Identification Nos. of above persons (entities only).
  
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
  
(a)   
  
(b)
  
3. SEC Use Only
  
4. Citizenship or Place of Organization **Delaware**

Number of	5. Sole Voting Power	<b>0</b>
Shares		
Beneficially	6. Shared Voting Power	<b>230,483</b>
owned by Each		
Reporting	7. Sole Dispositive Power	<b>0</b>
Person With:		
	8. Shared Dispositive Power	<b>230,483</b>

9. Aggregate Amount Beneficially Owned by Each Reporting Person **230,483**
  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  
11. Percent of Class Represented by Amount in Row (9) **2.5%**
  
12. Type of Reporting Person (See Instructions) **OO**

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CUSIP No. **703343103**

1. Names of Reporting Persons. **Great Oaks Strategic Investment Partners, LP**  
I.R.S. Identification Nos. of above persons (entities only).

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization **Delaware**

Number of	5. Sole Voting Power	<b>0</b>
Shares		
Beneficially	6. Shared Voting Power	<b>230,483</b>
owned by Each		
Reporting	7. Sole Dispositive Power	<b>0</b>
Person With:		
	8. Shared Dispositive Power	<b>230,483</b>

9. Aggregate Amount Beneficially Owned by Each Reporting Person **230,483**

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

11. Percent of Class Represented by Amount in Row (9) **2.5%**

12. Type of Reporting Person (See Instructions) **PN**

**Item 1.**

- (a) The name of the issuer is Patrick Industries, Inc. (the Issuer ).
- (b) The principal executive office of the Issuer is located at 107 West Franklin Street, P.O. Box 638, Elkhart, Indiana 46515.

**Item 2.**

- (a) This statement (this Statement ) is being filed by (i) Great Oaks Strategic Investment Partners, LP, a Delaware limited partnership (the Fund ), (ii) GOCP, LLC, a Delaware limited liability company (the General Partner ), which serves as the general partner of the Fund, (iii) Great Oaks Capital Management, LLC, a Delaware limited liability company (the Investment Manager ), which serves as the investment manager of the Fund, (iv) Andrew K. Boszhardt, Jr., the managing member and controlling person of the General Partner and the Investment Manager, and (v) Zoltan H. Zsitvay, the advisor of the Investment Manager with respect to the Fund (all of the foregoing, collectively, the Filers ). The Fund is a private investment vehicle formed for the purpose of investing and trading in a wide variety of securities and financial instruments. Messrs. Boszhardt and Zsitvay, the Investment Manager and the General Partner may be deemed to share with the Fund (and not with any third party) voting and dispositive power with respect to the shares held directly by the Fund. Each Filer disclaims beneficial ownership with respect to any shares other than the shares owned directly by such Filer.
- (b) The principal business office of each of the Fund, the General Partner, the Investment Manager and Messrs. Boszhardt and Zsitvay is:  
  
660 Madison Avenue, 14th Floor  
New York, NY 10065  
USA
- (c) For citizenship information see item 4 of the cover sheet of each Filer.
- (d) This Statement relates to the Common Stock of the Issuer.
- (e) The CUSIP Number of the Common Stock of the Issuer is 703343103.

**Item 3. If this statement is filed pursuant to 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)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with 240.13d-1(b)(1)(ii)(J);

**Item 4. Ownership.**

See Items 5-9 and 11 on the cover page for each Filer, and Item 2. The percentage ownership of each Filer is based on 9,162,189 shares of Common Stock outstanding as of October 30, 2009, as reported on the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 27, 2009.

**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 o.

**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**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

(a) Not applicable.

(b) 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.

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**SIGNATURE**

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

Dated: February 12, 2010

**Andrew K. Boszardht, Jr.**  
**Great Oaks Capital Management, LLC**  
**GOCP, LLC**  
**Great Oaks Strategic Investment Partners, LP**

By: /s/ Andrew K. Boszhardt, Jr.

Andrew K. Boszhardt, Jr., for himself, and as Managing  
Member of the General Partner (for itself and on behalf of the  
Fund) and the Investment Manager

/s/ Zoltan H. Zsitvay

Zoltan H. Zsitvay, for himself

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(b)Percent of class: 9.6% (c)Number of shares as to which such person has: (i)Sole power to vote or to direct the vote: 317,286 (ii)Shared power to vote or to direct the vote: 0 (iii)Sole power to dispose or to direct the disposition of: 317,286 (iv)Shared power to dispose or to direct the disposition of: 0 For Highfields I: (a)Amount beneficially owned: 23,860 shares of Common Stock (b)Percent of class: 0.7% (c)Number of shares as to which such person has: (i)Sole power to vote or to direct the vote: 23,860 (ii)Shared power to vote or to direct the vote: 0 (iii)Sole power to dispose or to direct the disposition of: 23,860 (iv)Shared power to dispose or to direct the disposition of: 0 For Highfields II: (a)Amount beneficially owned: 85,286 shares of Common Stock (b)Percent of class: 2.6% (c)Number of shares as to which such person has: (i)Sole power to vote or to direct the vote: 85,286

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- (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 85,286
- (iv) Shared power to dispose or to direct the disposition of: 0

For Highfields III:

- (a) Amount beneficially owned: 208,140 shares of Common Stock
  - (b) Percent of class: 6.3%
  - (c) Number of shares as to which such person has:
    - (i) Sole power to vote or to direct the vote: 208,140
    - (ii) Shared power to vote or to direct the vote: 0
    - (iii) Sole power to dispose or to direct the disposition of: 208,140
    - (iv) Shared power to dispose or to direct the disposition of: 0
-

**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.**

The shares of Common Stock beneficially owned by Highfields Capital Management, Highfields GP, Highfields Associates, and Mr. Jacobson are directly owned by the Funds. Highfields Capital Management serves as the investment manager to each of the Funds. Each of Highfields Capital Management, Highfields GP, Highfields Associates, and Mr. Jacobson has the power to direct the dividends from or the proceeds of the sale of the shares of Common Stock owned by the Funds.

**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 Exhibit 2 attached hereto.

Each Reporting Person disclaims beneficial ownership of the shares of Common Stock beneficially owned by the other Reporting Persons.

**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.

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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.

February 14, 2012

Date

HIGHFIELDS CAPITAL MANAGEMENT LP

By: Highfields GP LLC, its General Partner

/s/ Joseph F. Mazzella

Signature

Joseph F. Mazzella, Authorized Signatory

Name/Title

HIGHFIELDS GP LLC

/s/ Joseph F. Mazzella

Signature

Joseph F. Mazzella, Authorized Signatory

Name/Title

HIGHFIELDS ASSOCIATES LLC

/s/ Joseph F. Mazzella

Signature

Joseph F. Mazzella, Authorized Signatory

Name/Title

JONATHON S. JACOBSON

/s/ Joseph F. Mazzella\*

Signature

Joseph F. Mazzella, Authorized Signatory

Name/Title

\* by power of attorney

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HIGHFIELDS CAPITAL I LP

By: Highfields Associates LLC, its General  
Partner

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

HIGHFIELDS CAPITAL II LP

By: Highfields Associates LLC, its General  
Partner

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

HIGHFIELDS CAPITAL III L.P.

By: Highfields Associates LLC, its General  
Partner

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

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EXHIBIT INDEX

Exhibit 1. Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

Exhibit 2. List of Members of Group

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JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe such information is inaccurate.

February 14, 2012

Date

HIGHFIELDS CAPITAL MANAGEMENT LP

By: Highfields GP LLC, its General Partner

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

HIGHFIELDS GP LLC

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

HIGHFIELDS ASSOCIATES LLC

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

JONATHON S. JACOBSON

/s/ Joseph F. Mazzella\*  
Signature

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Joseph F. Mazzella, Authorized Signatory  
Name/Title

\* by power of attorney

HIGHFIELDS CAPITAL I LP

By: Highfields Associates LLC, its General  
Partner

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

HIGHFIELDS CAPITAL II LP

By: Highfields Associates LLC, its General  
Partner

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

HIGHFIELDS CAPITAL III L.P.

By: Highfields Associates LLC, its General  
Partner

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

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Members of Group

Highfields Capital Management LP  
Highfields GP LLC  
Highfields Associates LLC  
Jonathon S. Jacobson  
Highfields Capital I LP  
Highfields Capital II LP  
Highfields Capital III L.P.

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