

Edgar Filing: NATCO GROUP INC - Form SC 13G/A

NATCO GROUP INC  
Form SC 13G/A  
January 18, 2007

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

SCHEDULE 13G/A  
(Amendment No. 3)

Under the Securities Exchange Act of 1934  
(Rule 13d-102)

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

NATCO GROUP, INC.

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

-----  
(Title of Class of Securities)

63227W 20 3

-----  
(CUSIP Number)

December 31, 2006

-----  
(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).

-----  
1. Names of Reporting Persons.

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1. I.R.S. Identification Nos. of above persons (entities only).

Capricorn Holdings, Inc.

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

3. SEC Use Only

4. Citizenship or Place of Organization

Connecticut

Number of Shares	5. Sole Voting Power	0
Beneficially Owned	6. Shared Voting Power	710,285
by Each Reporting	7. Sole Dispositive Power	0
Person With:	8. Shared Dispositive Power	710,285

9. Aggregate Amount Beneficially Owned by Each Reporting Person

710,285

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

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

4.1%

12. Type of Reporting Person (See Instructions)

CO

2

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

Winokur Family Investors, LLC

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

3. SEC Use Only

4. Citizenship or Place of Organization

Connecticut

Number of Shares	5. Sole Voting Power	0
Beneficially Owned	6. Shared Voting Power	180,287
by Each Reporting		
Person With:		

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7.	Sole Dispositive Power	0
8.	Shared Dispositive Power	180,287

9. Aggregate Amount Beneficially Owned by Each Reporting Person

180,287

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

[ ]

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

1.04%

12. Type of Reporting Person (See Instructions)

CO

3

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

HERBERT S. WINOKUR, JR.

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

(a) [ ]  
(b) [X]

3. SEC Use Only

4. Citizenship or Place of Organization

USA

Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power	919,500
	6.	Shared Voting Power	0
	7.	Sole Dispositive Power	919,500
	8.	Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

919,500

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

[ ]

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

5.30%

12. Type of Reporting Person (See Instructions)

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IN

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1.

(a) Name of Issuer:

-----

NATCO Group, Inc.

Address of Issuer's Principal Executive Offices:

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2950 North Loop West  
7th Floor  
Houston, TX 77092

2.

(a) Name of Person Filing:

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Capricorn Holdings, Inc.  
Winokur Family Investors, LLC  
Herbert S. Winokur, Jr.

(b) Address of Principal Business Office or, if none, Residence:

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The principal business office of all of the filing parties is  
30 East Elm Street, Greenwich, CT 06830.

(c) Citizenship:

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Capricorn Holdings, Inc. is a Delaware corporation.

Winokur Family Investors, LLC is a Connecticut limited  
liability company.

Herbert S. Winokur, Jr. is a citizen of the United States.

(d) Title of Class of Securities (of Issuer):

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Common Stock, par value \$0.01 per share.

(e) CUSIP Number:

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63227W 20 3

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:

NOT APPLICABLE

4. Ownership

(a) Amount Beneficially Owned: 919,500 (See Exhibit 1)

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(b) Percent of Class:  
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The 919,500 shares beneficially owned by Mr. Winokur represent 5.30% of the outstanding shares of Common Stock. Percentage ownership of the Common Stock is based on 17,323,147 shares of Common Stock, which represents the number of outstanding shares of Common Stock as of September 30, 2006, as stated on the Form 10-Q of NATCO Group Inc. for the period ended September 30, 2006

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(c) Number of shares as to which such person has:  
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- (i) Sole power to vote or direct the vote: 919,500
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 919,500
- (iv) Shared power to dispose or direct the disposition of: 0

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

See Exhibit 1.

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

NOT APPLICABLE

7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

See Exhibit 1.

8. Identification and Classification of Members of the Group:

NOT APPLICABLE

9. Notice of Dissolution of Group:

NOT APPLICABLE

10. Certification:

NOT APPLICABLE

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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.

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Date: January 18, 2007

CAPRICORN HOLDINGS, INC.

By: /s/ HERBERT S. WINOKUR JR.

-----  
Name: Herbert S. Winokur, Jr.  
Title: President

WINOKUR FAMILY INVESTORS, LLC

By: /s/ HERBERT S. WINOKUR JR.

-----  
Name: Herbert S. Winokur, Jr.  
Title: Managing Member

By: /s/ HERBERT S. WINOKUR JR.

-----  
Herbert S. Winokur, Jr.

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EXHIBIT 1

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This Schedule 13G (Amendment No. 3) is being filed by Capricorn Holdings, Inc., a Delaware corporation ("Holdings Inc."), Winokur Family Investors, LLC ("WFI"), a Connecticut limited liability company and Herbert S. Winokur, Jr. ("Mr. Winokur") (collectively, the "Filing Parties"). Of the 919,500 shares reported as beneficially owned by Mr. Winokur and the other Filing Parties, 710,285 shares are owned directly by Holdings Inc., 180,287 shares are directly owned by WFI, of which Mr. Winokur is an owner, and 28,928 shares are owned directly by Mr. Winokur. As the manager of WFI and the sole stockholder of Holdings Inc., Mr. Winokur may be deemed to control each of them and, in such capacities, possesses voting and dispositive power over the shares held by WFI and Holdings Inc. Accordingly, Mr. Winokur may be deemed the beneficial owner of all of the shares reported as beneficially owned by the Filing Parties. A joint filing agreement among the Filing Parties is filed as Exhibit 2.

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EXHIBIT 2

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JOINT FILING AGREEMENT  
AMONG  
CAPRICORN HOLDINGS, INC., WINOKUR FAMILY INVESTORS, LLC  
AND  
HERBERT S. WINOKUR, JR.

The undersigned hereby agree that the Schedule 13G/A with respect to the common stock without par value of NATCO Group, Inc. (the "Schedule 13G/A") is, and any

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amendments thereto executed by each of us shall be, filed on behalf of us pursuant to and in accordance with the provisions of Rule 13d-1(k) (1) under the Securities Exchange Act of 1934, as amended. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13G/A and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein.

Dated: January 18, 2007

CAPRICORN HOLDINGS, INC.

By: /s/ HERBERT S. WINOKUR JR.

-----  
Name: Herbert S. Winokur, Jr.  
Title: President

WINOKUR FAMILY INVESTORS, LLC

By: /s/ HERBERT S. WINOKUR JR.

-----  
Name: Herbert S. Winokur, Jr.  
Title: Managing Member

By: /s/ HERBERT S. WINOKUR JR.

-----  
Herbert S. Winokur, Jr.