

Dorman Products, Inc.
Form SC 13D
December 07, 2017

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No.)*

Dorman Products, Inc.
(Name of Issuer)
Common Stock
(Title of Class of Securities)

258278100
(CUSIP Number)

Sharyn Berman
c/o Dorman Products, Inc.
3400 East Walnut Street
Colmar, PA 18915
(215) 997-1800

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

July 12, 2017

(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 Rule 13d-1(e), Rule 13d-1(f) or Rule 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 Rule 13d-7(b) 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.

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).

CUSIP NO. 258278100

SCHEDULE 13D

Page 1 of 7

1 NAMES OF REPORTING PERSONS:

2 Sharyn Berman
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see instructions)

5 PF;OO
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY 164,492
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 2,255,618
9 SOLE DISPOSITIVE POWER

PERSON

WITH: 164,492
10 SHARED DISPOSITIVE POWER

2,255,618

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

2,420,110¹

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

7.2%¹

14 TYPE OF REPORTING PERSON (See Instructions):

IN

¹ The information set forth on this cover pages reflects information as of December 5, 2017.

CUSIP NO. 258278100

SCHEDULE 13D

Page 2 of 7

Item 1. Security and Issuer:

This statement relates to the common stock, par value \$0.01 per share (the Common Stock) of Dorman Products, Inc., a Pennsylvania corporation (the Issuer). The address of the Issuer 's principal executive offices is 3400 East Walnut Street, Colmar, Pennsylvania 18915.

Item 2. Identity and Background:

(a) This statement is being filed by Sharyn Berman (the Reporting Person). The filing of this statement shall not be construed as an admission for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended (the Exchange Act) that the Reporting Person is the beneficial owner of any securities covered by this statement or that this schedule is required to be filed by such person.

(b) The business address for the Reporting Person is c/o Dorman Products, Inc., 3400 East Walnut Street, Colmar, Pennsylvania 18915.

(c) The Reporting Person is Sharyn Berman, the sister-in-law of Steven L. Berman, the Issuer 's Executive Chairman, and the widow of the late Richard N. Berman, the Issuer 's former Chairman of the Board of Directors and Chief Executive Officer.

(d) During the last five years, the Reporting Person has not been convicted in a criminal proceeding, excluding traffic violations and similar misdemeanors.

(e) During the last five years, the Reporting Person has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction which resulted in the Reporting Person being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The Reporting Person is a resident of the Commonwealth of Pennsylvania and a citizen of the United States of America.

Item 3. Source and Amounts of Funds and other Consideration:

The Reporting Person has used personal funds to purchase the Common Stock or acquired the Common Stock through gifts, estate planning or inheritance.

CUSIP NO. 258278100

SCHEDULE 13D

Page 3 of 7

Item 4. Purpose of Transaction.

The Reporting Person has acquired the shares of Common Stock for investment purposes.

The Reporting Person does not have any present plans or proposals that relate to or would result in any of the following:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of the directors or to fill any existing vacancies of the board;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure;
- (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions that may impede the acquisition of control of the Issuer by any person;
- (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Exchange Act; or
- (j) Any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer:

Edgar Filing: Dorman Products, Inc. - Form SC 13D

- (a) As of December 5, 2017 (the Statement Date) the Reporting Person may be deemed to be the beneficial owner of 2,420,110 shares of Common Stock, which represents 7.2% of the Issuer's Common Stock based upon 33,722,426 shares of Common Stock outstanding as of the close of business on October 30, 2017 as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017.¹ The above amount excludes 4,345,923 shares of Common Stock

¹ As of July 12, 2017, the date of event which requires filing of this statement, the Reporting Person may be deemed to beneficially own the same number of shares deemed beneficially owned as of the Statement Date. However, this represented 7.1% of the Issuer's Common Stock as of such time based upon 34,297,170 shares of Common Stock outstanding as of the close of business on May 1, 2017 as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended April 1, 2017. This amount excludes 4,355,566 shares of Common Stock that, as of July 12, 2017, may be deemed beneficially owned by the Shareholders (other than the shares held directly by Sharyn Berman or trusts for which she serves as trustee or as a co-trustee) as to all of which shares Sharyn Berman disclaims beneficial ownership.

CUSIP NO. 258278100

SCHEDULE 13D

Page 4 of 7

that, as of December 5, 2017, may be deemed beneficially owned by the Shareholders (as defined below) (other than the shares held directly by Sharyn Berman or trusts for which she serves as trustee or as a co-trustee) as to all of which shares Sharyn Berman disclaims beneficial ownership.

- (b) As of the Statement Date, the Reporting Person has sole voting and dispositive power with respect to 164,492 shares of Common Stock² beneficially owned by her, which amount includes: (i) 88,046 shares held directly and (ii) 76,446 shares held by the Richard N. Berman Charitable Remainder Trust (the CRUT). The Reporting Person is the trustee for the CRUT, in which capacity she has sole voting and dispositive power over the shares held by such trust.

As of the Statement Date, the Reporting Person shares voting and dispositive power with respect to 2,255,618 shares of Common Stock³ beneficially owned by her, which amount includes: (i) 2,044,629 shares held by twelve different trusts established by the late Richard N. Berman for the benefit of his children, of which she is the co-trustee with Steven L. Berman (collectively the Richard N. Berman Trusts with Co-Trustees); (ii) 202,240 shares held by a marital qualified terminable interest property trust for the benefit of Sharyn Berman, of which she is the co-trustee with Steven L. Berman (the Sharyn Berman QTIP Trust); and (iii) 8,749 shares held by The Richard N. Berman Foundation dated March 24, 2011, of which she is the co-trustee with her son, Matthew Berman.

The Reporting Person shares voting and dispositive power with respect to the shares held by the Richard N. Berman Trusts with Co-Trustees and the Sharyn Berman QTIP Trust with her brother-in-law, Steven L. Berman. Steven L. Berman is the Issuer's Executive Chairman. The business address for Steven L. Berman is c/o Dorman Products, Inc., 3400 East Walnut Street, Colmar, Pennsylvania 18915. Sharyn Berman shares voting and dispositive power with respect to the shares held by The Richard N. Berman Foundation dated March 14, 2011 with her son, Matthew Berman. Matthew Berman is the President of Cross Country, a supplier of automotive, janitorial and portable sanitation supplies. The business address for Matthew Berman is c/o Cross Country, 855 Hylton Road, Pennsauken, New Jersey 08110. During the last five years, neither Steven L. Berman nor Matthew Berman has been convicted in a criminal proceeding, excluding traffic violations and similar misdemeanors. During the last five years, neither Steven L. Berman nor Matthew Berman has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which 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 or finding any violation with respect to such laws. Steven L. Berman and Matthew Berman are residents of the Commonwealth of Pennsylvania and citizens of the United States of America.

- (c) The Reporting Person did not effect a transaction in the Common Stock of the Issuer during the sixty days preceding the date of filing of this statement. Other than as set forth in Annex A hereto, since July 12, 2017, the first date of event which requires filing of this statement, the Reporting Person did not effect a transaction in the Common Stock of the Issuer.⁴

² As of July 12, 2017, the Reporting Person also had sole voting and dispositive power with respect to 164,492 shares of Common Stock.

³ As of July 12, 2017, the Reporting Person also had shared voting and dispositive power with respect to 2,255,618 shares of Common Stock.

- ⁴ The Reporting Person did not effect a transaction in the Common Stock of the Issuer during the sixty (60) days preceding July 12, 2017.

CUSIP NO. 258278100

SCHEDULE 13D

Page 5 of 7

- (d) Other than as discussed in Item 5(b), no other persons, other than the Reporting Person, have the right to receive or have the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock that the Reporting Person owns beneficially.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer:

Pursuant to the Amended and Restated Shareholders' Agreement, dated as of July 1, 2006 (the "Shareholders' Agreement"), among Steven L. Berman, the late Richard N. Berman, Jordan S. Berman, Marc H. Berman, Fred B. Berman, Deanna Berman and the additional shareholders named therein (each, a "Shareholder" and together, the "Shareholders"), except as otherwise provided in the Shareholders' Agreement with respect to Jordan S. Berman and Deanna Berman, each Shareholder has granted each other Shareholder rights of first refusal, exercisable on a pro rata basis or in such other proportions as the exercising Shareholders may agree, to purchase shares of Common Stock of the Issuer which any of such Shareholders or, upon their death, their respective estate, proposes to sell to third parties. The Issuer has agreed with the Shareholders that, upon the death of each respective Shareholder, to the extent that any of their shares are not purchased by any of the surviving Shareholders and may not be sold without registration under the Securities Act of 1933, as amended (the "1933 Act"), the Issuer will use its best efforts to cause those shares to be registered under the 1933 Act. The expenses of any such registration will be borne by the estate of the deceased Shareholder. Deanna Berman is Sharyn Berman's mother-in-law and the spouse of Sharyn Berman's father-in-law, Jordan S. Berman. Steven L. Berman, Marc H. Berman and Fred B. Berman are Sharyn Berman's brothers-in-law. The additional Shareholders party to the Shareholders' Agreement are trusts affiliated with Steven L. Berman, the late Richard N. Berman, Jordan S. Berman, Marc H. Berman or Fred B. Berman, or each person's respective spouse or children.

Excluding the shares held directly by Sharyn Berman or trusts for which she serves as trustee or as a co-trustee, as of the Statement Date, the Shareholders may be deemed to beneficially own in the aggregate 4,345,923 shares of Common Stock, which amount represents 12.9% of the Issuer's Common Stock based upon 33,722,426 shares of Common Stock outstanding as of the close of business on October 30, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, as to all of which shares Sharyn Berman disclaims beneficial ownership.

Other than as indicated in this statement, the Reporting Person is not party to any contract, arrangement, understanding, or relationship (legal or otherwise) with any person with respect to any securities of the Issuer, including but not limited to, the transfer or voting of any of the Issuer's securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

CUSIP NO. 258278100

SCHEDULE 13D

Page 6 of 7

Item 7. Material to be Filed as Exhibits:

(1) Amended and Restated Shareholders Agreement, dated as of July 1, 2006, by and among Richard Berman, Steven Berman, Jordan Berman, Mark Berman, Fred Berman, Deanna Berman and the Additional Shareholders named therein. (Incorporated by reference to Exhibit 4.1 to the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended September 27, 2008, filed with the Securities and Exchange Commission on November 4, 2008)

CUSIP NO. 258278100

SCHEDULE 13D

Page 7 of 7

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: December 7, 2017

/s/ Sharyn Berman
Sharyn Berman

EXHIBIT INDEX

Exhibit

| No. | Description |
|-----|--|
| (1) | Amended and Restated Shareholders Agreement, dated as of July 1, 2006, by and among Richard Berman, Steven Berman, Jordan Berman, Mark Berman, Fred Berman, Deanna Berman and the Additional Shareholders named therein. (Incorporated by reference to Exhibit 4.1 to the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended September 27, 2008, filed with the Securities and Exchange Commission on November 4, 2008) |

ANNEX A

Recent Transactions by the Reporting Person in the Common Stock of Dorman Products, Inc.

Set forth below is a summary of transactions effected by the Reporting Person since July 12, 2017:

| Entity/Person | Date of Transaction | Nature of Transaction | Number of Shares of Common Stock | Weighted Average Price per Share (\$) |
|---|---------------------|---|----------------------------------|---------------------------------------|
| Sharyn Berman | 7/12/2017 | Sharyn Berman became a co-trustee to a trust established by the late Richard N. Berman for the benefit of his children. | 1,873,605 | N/A |
| Trust for the benefit of the children of the late Richard N. Berman of which Sharyn Berman serves as a co-trustee | 8/27/2017 | Trust was broken into six separate trusts for the benefit of each child of which Sharyn Berman serves as a co-trustee of each trust | 1,873,605 | N/A |