

KNOTT DAVID M
Form SC 13G/A
March 12, 2004

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. 2)¹

Applied Graphics Technologies, Inc.

(Name of Issuer)

Common Stock \$.01 Par Value

(Title of Class of Securities)

037937208

(CUSIP Number)

December 31, 2003

(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)

¹ 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 (the "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. Name of Reporting Persons

I.R.S. Identification No. of above persons (entities only)

David M. Knott

2. Check the Appropriate Box if a Member of a Group *

(a) ..

(b) ..

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power:

NUMBER OF

0

SHARES

6. Shared Voting Power:

BENEFICIALLY

OWNED BY

0

EACH

7. Sole Dispositive Power:

REPORTING

PERSON

288,000

WITH

8. Shared Dispositive Power:

179,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

467,000

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

..

11. Percent of Class Represented by Amount in Row 9

5.1%

12. Type of Reporting Person*

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

Item 1. (a) Name of Issuer:

Applied Graphics Technologies, Inc.

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

450 West 33rd Street

New York, NY 10001

Item 2. (a) Name of Person Filing:

David M. Knott

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

485 Underhill Boulevard, Suite 205

Syosset, New York 11791

Item 2. (c) Citizenship:

United States of America

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

Common Stock \$.01 Par Value

Item 2. (e) CUSIP Number:

037937208

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) .. Broker or dealer registered under Section 15 of the Exchange Act;
- (b) .. Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) .. Insurance company as defined in Section 3(a)(19) of the Exchange Act; .
- (d) .. Investment company registered under Section 8 of the Investment Company Act;
- (e) .. An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan, or endowment fund in accordance with rule 13d-1(b)(1)(ii)(F);
- (g) .. A parent holding company, or control person, in accordance with Rule 13d-1(b)(1)(ii)(G);

- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is to be filed pursuant Rule 13d-1(c), check this box: x

Item 4. Ownership:

David M. Knott

See Rows 5 through 9 and 11 on page 2 of this Schedule 13G.

On or about October 17, 2003, the Reporting Person received a Notice of Merger and Appraisal Rights Available to Former Stockholders of Applied Graphics Technologies, Inc., dated October 17, 2003, from Applied Graphics Technologies, Inc., notifying the Reporting Person as follows:

Pursuant to Sections 251 and 262 of the General Corporation Law of the State of Delaware, the merger (the **Merger**) of KAGT Acquisition Corp., a Delaware corporation (the **Purchaser**), with and into Applied Graphics Technologies, Inc., a Delaware corporation (the **Company** or, with respect to the period following the Merger, the **Surviving Corporation**), became effective pursuant to Section 251 of the General Corporation Law of the State of Delaware upon the filing by the Purchaser on October 10, 2003 (the **Effective Time**) of a Certificate of Merger with the Secretary of State of the State of Delaware. The Purchaser is a wholly owned subsidiary of KAGT Holdings, Inc. (the **Parent**). As a result of the Merger, the Company became a wholly owned subsidiary of Parent.

Pursuant to the Agreement and Plan of Merger dated as of June 12, 2003 (the **Merger Agreement**) among Purchaser, Parent and the Company, as a result of the Merger, all of the issued shares of Common Stock, par value \$0.01 per share, of the Company (other than shares owned directly or indirectly by Parent or the Company and shares owned by stockholders, if any, who are entitled to and who properly exercise appraisal rights under Delaware law) (the **Shares**) have been converted into the right to receive \$0.85 in cash per Share, without interest, upon surrender of the certificate for such Shares to The Bank of New York, as Paying Agent.

All of the outstanding Shares have been automatically canceled as a result and by virtue of the Merger, and holders of Shares no longer have any rights with respect to such Shares other than (i) a right as former stockholders of the Company to receive \$0.85 for each Share, or (ii) right to an appraisal of the fair

value of such Shares if such stockholder has complied with Section 262 of the General Corporation Law of the State of Delaware.

The Reporting Person has elected to exercise his right to an appraisal of the fair value of his Shares in accordance with Section 262 of the Delaware General Corporation Law (Section 262).

Pursuant to subsection (k) of Section 262, the Reporting Person is not entitled to vote his Shares for any purpose or to receive payment of dividends or other distributions on such Shares. However, it is the view of the Reporting Person that the language of such subsection suggests that such Shares remain outstanding.

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

N/A

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

Persons, other than the Reporting Person hereunder, have the right to receive or the power to direct the receipt of proceeds from the sale of the securities reported herein.

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

N/A

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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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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.

March 11, 2004

Date

/s/ David M. Knott

Signature