

AMPEX CORP /DE/  
Form SC 13D/A  
October 25, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**

**(AMENDMENT NO. 19)**

**AMPEX CORPORATION**

**(Name of Issuer)**

**CLASS A COMMON STOCK, PAR VALUE \$.01 PER SHARE**

**(Title of Class of Securities)**

**032092-30-6**

**(CUSIP Number)**

**Craig L. McKibben**

**135 East 57<sup>th</sup> Street, 32nd Floor**

**New York, New York 10022**

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(212) 759-6301

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

October 22, 2007

(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), (f) or (g), check the following box. "

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 (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).

SCHEDULE 13D

CUSIP No. 032092306

Page 2 of 9 Pages

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Sherborne Holdings Incorporated

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

N/A

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

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 54,927

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH

54,927

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

54,927

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

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

1.40%

14 TYPE OF REPORTING PERSON (See Instructions)

HC

SCHEDULE 13D

CUSIP No. 032092306

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Newhill Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

N/A

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

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 54,927

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH

54,927

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

54,927

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

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

1.40%

14 TYPE OF REPORTING PERSON (See Instructions)

PN

SCHEDULE 13D

CUSIP No. 032092306

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Sherborne & Company Incorporated

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

N/A

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

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 56,625

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING 0  
9 SOLE DISPOSITIVE POWER

PERSON

WITH

56,625

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,625

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

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

1.44%

14 TYPE OF REPORTING PERSON (See Instructions)

CO

SCHEDULE 13D

CUSIP No. 032092306

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Edward J. Bramson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

N/A

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

NUMBER OF  7 SOLE VOTING POWER

SHARES

BENEFICIALLY  195,701

OWNED BY  8 SHARED VOTING POWER

EACH

REPORTING  0  
PERSON  9 SOLE DISPOSITIVE POWER

WITH

195,701

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

195,701

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

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

4.99%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

AMENDMENT NO. 18

TO

SCHEDULE 13D

This Amendment No. 19 amends certain of the information contained in the Statement on Schedule 13D, as previously amended (the Schedule 13D ), filed by the parties named below (collectively, the Filing Parties ). Certain information in the Schedule 13D which has not changed since the filing of Amendment No. 18 thereto is not restated herein. Capitalized terms used but not defined herein have the meanings given to them in the Schedule 13D.

**Item 1. Security and Issuer.**

The class of equity securities to which this statement relates is the Class A Common Stock, par value \$0.01 per share (the Class A Stock ), of Ampex Corporation, a Delaware corporation (the Company ). The number of shares of Class A Stock reported as beneficially owned by each Filing Party includes all outstanding shares of Class A Stock owned directly or indirectly by the Filing Party, and all shares of Class A Stock which the Filing Party has the right to acquire within 60 days of October 22, 2007 pursuant to outstanding options, warrants, rights or convertible securities.

The Company s principal executive office is located at 1228 Douglas Avenue, Redwood City, California 94063.

The filing of this Statement shall not be construed as an admission by any Filing Party that it is, for purposes of Section 13(d) or 13(g) of the Act or for any other purpose, the beneficial owner of any securities covered by this statement.

**Item 2. Identity and Background.**

(a) through (c). This Amendment No. 19 is being filed on behalf of the Filing Parties named below, each of whom has a business address at 135 East 57<sup>th</sup> Street, 32<sup>nd</sup> Floor, New York, NY 10022.

1. Sherborne Holdings Incorporated, a Delaware corporation ( SHI ). SHI is a holding company whose principal business is the ownership of Class A Stock of the Company.
2. Newhill Partners, L.P. ( NLP ), a Delaware limited partnership, which owns all of the outstanding stock of SHI. NLP s principal business is to acquire, hold and dispose of business entities, directly or through subsidiaries and holding companies. The General Partner of NLP is SCI (defined below).
3. Sherborne & Company Incorporated, a Delaware corporation ( SCI ), the General Partner of NLP. SCI is owned by Edward J. Bramson, who is its sole stockholder. SCI s principal business is to act as General Partner of NLP.
4. Edward J. Bramson, former Chairman of the Board and Chief Executive Officer of the Company. Mr. Bramson is also the chief executive officer and chairman of SHI and SCI, and is a limited partner of NLP. Mr. Bramson s present principal occupation or employment is serving as: (i) managing member of Sherborne Investors, the principal business and

address of which are set forth above in subparagraph 4; and (ii) Chairman of Spirent Communications, plc, a British communications technology company listed on the London Stock Exchange, with an address at Spirent House, Crawley Business Quarter, Fleming Way, Crawley, West Sussex, RH10 9QL, United Kingdom.

(d) and (e) No change.

(f) Mr. Bramson is a citizen of the United Kingdom.

**Item 3. Source and Amount of Funds or Other Consideration.**

Not applicable.

**Item 4. Purpose of Transaction.**

Mr. Bramson sold the shares of Class A Stock reported below in Item 5(c) for personal investment planning purposes.

(a) One or more of the Filing Parties named in the Schedule 13D may from time to time in the future acquire additional shares of Class A Stock, or dispose of shares of Class A Stock owned by such Filing Party, in open market or privately negotiated transactions, depending upon market conditions, personal investment considerations, or other factors.

(b) (j) None of the Filing Parties has any current plans or proposals which relate to or would result in any actions of the type described in paragraphs (b) through (j) of this Item 4.

**Item 5. Interest in Securities of the Issuer.**

(a) and (b). As reported in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007, there were 3,924,506 shares of Class A Stock outstanding as of June 30, 2007. Based upon that information, after taking into account the transactions described herein, the Filing Parties report the following direct and derivative holdings of Class A Stock as of October 22, 2007:

(i) SHI owns directly or through a wholly-owned subsidiary 54,927 shares of Class A Stock, representing approximately 1.40% of the outstanding Class A. Stock. SHI has the sole power to direct the voting and disposition of all such shares.

(ii) NLP owns all the outstanding shares of SHI, and is deemed to be the beneficial owner of all shares beneficially owned or controlled by SHI. Accordingly, NLP is deemed to be the beneficial owner of a total of 54,927 shares, representing approximately 1.40% of the outstanding Class A Stock. NLP is deemed to have sole voting and dispositive power over all such shares.

(iii) SCI owns 1,698 shares of Class A Stock directly, and is deemed to be the beneficial owner of all shares beneficially owned by NLP (because SCI is the general partner of NLP, the sole stockholder of SHI). Accordingly, SCI is deemed to be the beneficial owner of a total of 56,625 shares, representing approximately 1.44% of the outstanding Class A Stock. SCI is deemed to have sole voting and dispositive power over all 56,625 shares.

(iv) Mr. Bramson owns 139,076 shares of Class A Stock directly, and is also deemed to own beneficially a total of 56,625 shares of Class A Stock owned or controlled by SCI, NLP and SHI.

Accordingly, Mr. Bramson is deemed to be the beneficial owner of a total of 195,701 shares, representing approximately 4.99% of the outstanding Class A Stock. Mr. Bramson may be deemed to have sole voting and dispositive power over all 195,701 shares.

(v) The Filing Parties named herein, collectively, may comprise a group within the meaning of Section 13(d)(3) of the Act, and as a group beneficially own all of the shares owned or controlled by each of the Filing Parties, representing an aggregate of 195,701 shares, or approximately 4.99% of the outstanding Class A Stock.

(c) Between October 8 and October 22, 2007, Mr. Bramson sold a total of 13,500 shares of Class A Stock, in open market brokerage transactions, at prices ranging from \$6.55 to \$7.2798 per share.

Except as described above, none of the Filing Parties has effected any transactions in shares of Class A Stock during the past sixty days.

(d) No change.

(e) Effective as of October 22, 2007, Mr. Bramson ceased to be the beneficial owner of more than 5% of the Company's Class A Stock. This Amendment No. 19 is also being filed to correct two typographical errors in Item 5 with respect to Craig L. McKibben, an officer and director of the Company. The 33,651 shares of Class A Stock previously reported as beneficially owned by Mr. McKibben represented 0.09% (rather than 0.9%, as previously reported) of the outstanding Class A Stock. In addition, Mr. McKibben ceased to own 5% or more of the Class A Stock as of September 18, 2007 (not 2006, as previously reported).

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

Not applicable.

**Item 7. Material to Be Filed as Exhibits.**

Not applicable.

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

Dated: October 22, 2007

SHERBORNE HOLDINGS INCORPORATED

By: /s/ Craig L. McKibben  
Name: Craig L. McKibben  
Title: Vice President

NEWHILL PARTNERS, L.P., by its general partner,  
Sherborne & Company Incorporated

By: /s/ Edward J. Bramson  
Name: Edward J. Bramson  
Title: President

SHERBORNE & COMPANY INCORPORATED

By: /s/ Craig L. McKibben  
Name: Craig L. McKibben  
Title: Vice President

/s/ Edward J. Bramson  
Edward J. Bramson