

MOBILE MINI INC
Form SC 13D/A
September 25, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)

MOBILE MINI, INC.

(Name of Issuer)

Common Stock, \$0.01 Par Value

(Title of Class of Securities)

60740F105

(CUSIP Number)

David K. Robbins, Esq.

Bingham McCutchen LLP

355 South Grand Avenue, 44th Floor

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Los Angeles, CA 90071

(213) 680-6400

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

September 23, 2009

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 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.

SCHEDULE 13D

CUSIP No. 60740F105

1 NAME OF REPORTING PERSONS

Shamrock Activist Value Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

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

Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **0**

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING **1,772,065 Common Shares***

9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
10 SHARED DISPOSITIVE POWER

1,772,065 Common Shares*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,772,065 Common Shares*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

5.00%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

* See Item 5 hereof

SCHEDULE 13D

CUSIP No. 60740F105

1 NAME OF REPORTING PERSONS

Shamrock Activist Value Fund IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

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

Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY

0

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING

1,013,252 Common Shares*

9 SOLE DISPOSITIVE POWER

PERSON

WITH

0

10 SHARED DISPOSITIVE POWER

1,013,252 Common Shares*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,013,252 Common Shares*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

2.85%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

* See Item 5 hereof

SCHEDULE 13D

CUSIP No. 60740F105

1 NAME OF REPORTING PERSONS

Stanley P. Gold

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) x

(b) ..

3 **SEC USE ONLY**

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not Applicable

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

Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **0***

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING **0***

9 SOLE DISPOSITIVE POWER

PERSON

WITH

0*
10 SHARED DISPOSITIVE POWER

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0*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

0%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

* See Item 5 hereof

SCHEDULE 13D

CUSIP No. 60740F105

1 NAME OF REPORTING PERSONS

Dennis A. Johnson, CFA

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) x

(b) ..

3 **SEC USE ONLY**

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not Applicable

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

Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **0***

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING **0***
9 SOLE DISPOSITIVE POWER

PERSON

WITH

0*
10 SHARED DISPOSITIVE POWER

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0*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

0%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

* See Item 5 hereof

SCHEDULE 13D

CUSIP No. 60740F105

1 NAME OF REPORTING PERSONS

Shamrock Activist Value Fund GP, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not Applicable

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

Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **0**

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING **2,785,317 Common Shares***

9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
10 SHARED DISPOSITIVE POWER

2,785,317 Common Shares*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,785,317 Common Shares*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

7.85%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

* See Item 5 hereof

SCHEDULE 13D

CUSIP No. 60740F105

1 NAME OF REPORTING PERSONS

Shamrock Partners Activist Value Fund, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

Not Applicable

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

Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **2,785,317 Common Shares***

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING **0**
9 SOLE DISPOSITIVE POWER

PERSON

WITH

2,785,317 Common Shares*
10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,785,317 Common Shares*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

7.85%*

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

* See Item 5 hereof

INTRODUCTION

This statement amends the Schedule 13D, dated September 11, 2009 (the **Schedule 13D**), filed by Shamrock Activist Value Fund, L.P., a Delaware limited partnership (**SAVF**), Shamrock Activist Value Fund IV, L.P., a Delaware limited partnership (**SAVF IV**), and, together with SAVF, the **Shamrock Activist Value Fund**), Stanley P. Gold, an individual (**Mr. Gold**), Dennis A. Johnson, CFA, an individual (**Mr. Johnson**), Shamrock Activist Value Fund GP, L.L.C., a Delaware limited liability company (the **General Partner**) and Shamrock Partners Activist Value Fund, L.L.C. (**Shamrock Partners**), a Delaware limited liability company, with respect to the Common Stock, \$0.01 par value per share (**Common Shares**), of Mobile Mini, Inc., a Delaware corporation (the **Company**). SAVF, SAVF IV, Mr. Gold, Mr. Johnson, the General Partner and Shamrock Partners are collectively referred to herein as the **Reporting Persons** . Capitalized terms used and not defined in this Amendment No. 1 shall have the meanings set forth in the Schedule 13D. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported in the Schedule 13D.

1. ITEM 3 OF THE SCHEDULE 13D IS HEREBY AMENDED AND SUPPLEMENTED WITH THE FOLLOWING:

ITEM 3. Source and Amount of Funds or Other Consideration.

The total amount of funds used by SAVF to purchase the 332,604 Common Shares reported herein was \$5,922,618 (excluding brokerage commissions). All of such funds were derived from capital contributions to SAVF.

The total amount of funds used by SAVF IV to purchase the 191,796 Common Shares reported herein was \$3,415,278 (excluding brokerage commissions). All of such funds were derived from capital contributions to SAVF IV.

2. ITEM 5 OF THE SCHEDULE 13D IS HEREBY AMENDED AND RESTATED IN ITS ENTIRETY AS FOLLOWS:

ITEM 5. Interests in Securities of the Issuer.

(a), (b) SAVF and SAVF IV are controlled by the General Partner. As a result, each of SAVF and SAVF IV may be deemed members of a group and may be deemed to beneficially own for purposes of Section 13(d) the Common Shares beneficially owned for such purposes by the others. Each of SAVF and SAVF IV disclaims beneficial ownership of any Common Shares owned by the other.

SAVF is the owner of 1,772,065 Common Shares, which represents approximately 5.00% of the issued and outstanding Common Shares. SAVF IV is the owner of 1,013,252 Common Shares, which represents approximately 2.85% of the issued and outstanding Common Shares. Accordingly, the Shamrock Activist Value Fund collectively owns 2,785,317 Common Shares, which represents approximately 7.85% of the issued and outstanding Common Shares.

Mr. Gold is a Managing Member of Shamrock Partners, which is the managing member of the General Partner, which in turn is the general partner of each of SAVF and SAVF IV. As a result, Mr. Gold may be deemed to beneficially own for purposes of Section 13(d) the Common Shares that may be deemed to be beneficially owned by such entities. Mr. Gold disclaims beneficial ownership of any Common Shares that may be deemed to be beneficially owned by any of Dennis A. Johnson, Shamrock Partners, the General Partner or the Shamrock Activist Value Fund.

Mr. Johnson is a Managing Director of SCA, a Vice President of Shamrock Partners, and the portfolio manager of the Shamrock Activist Value Fund, and as such has primary responsibility for the portfolio investment decisions relating to the Shamrock Activist Value Fund. As a result, Mr. Johnson may be deemed to beneficially own for purposes of Section 13(d) the Common Shares that may be deemed to be beneficially owned by such entities. Mr. Johnson disclaims beneficial ownership of any Common Shares that may be deemed to be beneficially owned by any of Stanley P. Gold, Shamrock Partners, the General Partner or the Shamrock Activist Value Fund.

As the general partner of the Shamrock Activist Value Fund, the General Partner may be deemed to beneficially own the 2,785,317 Common Shares owned by the Shamrock Activist Value Fund, constituting approximately 7.85% of the issued and outstanding Common Shares. As the managing member of the General Partner, Shamrock Partners may be deemed to beneficially own the 2,785,317 Common Shares owned by the Shamrock Activist Value Fund, constituting approximately 7.85% of the issued and outstanding Common Shares. Shamrock Partners has sole voting and dispositive power with respect to the 2,785,317 Common Shares owned by the Shamrock Activist Value Fund by virtue of its authority to vote and dispose of such Common Shares.

The percentage of ownership figures set forth above and in response to Items 5(a) and 5(b) assume that 35,470,957 Common Shares were outstanding as of September 24, 2009, based on the information contained in the Company's Quarterly Report on Form 10-Q filed with the United States Securities and Exchange Commission on August 10, 2009.

(c) Since September 11, 2009 (the date of the last amendment to this Schedule 13D), SAVF and SAVF IV effected transactions with respect to the Common Shares on such dates, in such amounts and at such per share prices (excluding brokerage fees) as indicated on the Schedule of Transactions attached hereto as Exhibit 4 and incorporated herein by reference. All such transactions were effected in the open market on the NASDAQ Global Select Market. Except as referenced above, none of the Reporting Persons beneficially owns any Common Shares or has effected any transactions in the Common Shares since September 11, 2009 (the date of the last amendment to this Amended Schedule 13D).

(d) Not applicable.

(e) Not applicable.

3. ITEM 7 OF THE SCHEDULE 13D IS HEREBY AMENDED AND SUPPLEMENTED WITH THE FOLLOWING:

ITEM 7. Material to be Filed as Exhibits.

Exhibit 4 **Document**
Schedule of Transactions.

Joint Filing Agreement, dated September 11, 2009, among Shamrock Activist Value Fund, L.P., Shamrock Activist Value Fund IV, L.P., Stanley P. Gold, Dennis A. Johnson, CFA, Shamrock Activist Value Fund GP, L.L.C. and Shamrock Partners Activist Value Fund, L.L.C. (incorporated herein by reference to Exhibit 2 to the Schedule 13D relating to the Common Shares of the Company, filed September 14, 2009 by the Reporting Persons with the United States Securities and Exchange Commission).

Power of Attorney, dated September 11, 2009, appointing Dennis A. Johnson, CFA as attorney-in-fact for Stanley P. Gold (incorporated herein by reference to Exhibit 3 to the Schedule 13D relating to the Common Shares of the Company, filed September 14, 2009 by the Reporting Persons with the United States Securities and Exchange Commission).

SIGNATURES

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

Date: September 24, 2009

SHAMROCK ACTIVIST VALUE FUND, L.P.

By: Shamrock Activist Value Fund GP, L.L.C.,
its general partner

By: Shamrock Partners Activist Value Fund, L.L.C.,
its managing member

By: /s/ Dennis A. Johnson
Name: Dennis A. Johnson, CFA
Title: Vice President

SHAMROCK ACTIVIST VALUE FUND IV, L.P.

By: Shamrock Activist Value Fund GP, L.L.C.,
its general partner

By: Shamrock Partners Activist Value Fund, L.L.C.,
its managing member

By: /s/ Dennis A. Johnson
Name: Dennis A. Johnson, CFA
Title: Vice President

/s/ Stanley P. Gold
Stanley P. Gold

/s/ Dennis A. Johnson
Dennis A. Johnson, CFA

SHAMROCK ACTIVIST VALUE FUND GP, L.L.C.

By: Shamrock Partners Activist Value Fund, L.L.C.,
its managing member

By: /s/ Dennis A. Johnson
Name: Dennis A. Johnson, CFA
Title: Vice President

SHAMROCK PARTNERS ACTIVIST VALUE FUND, L.L.C.

By: /s/ Dennis A. Johnson
Name: Dennis A. Johnson, CFA
Title: Vice President

Exhibit Index

	Document
Exhibit 4	Schedule of Transactions. Joint Filing Agreement, dated September 11, 2009, among Shamrock Activist Value Fund, L.P., Shamrock Activist Value Fund IV, L.P., Stanley P. Gold, Dennis A. Johnson, CFA, Shamrock Activist Value Fund GP, L.L.C. and Shamrock Partners Activist Value Fund, L.L.C. (incorporated herein by reference to Exhibit 2 to the Schedule 13D relating to the Common Shares of the Company, filed September 14, 2009 by the Reporting Persons with the United States Securities and Exchange Commission). Power of Attorney, dated September 11, 2009, appointing Dennis A. Johnson, CFA as attorney-in-fact for Stanley P. Gold (incorporated herein by reference to Exhibit 3 to the Schedule 13D relating to the Common Shares of the Company, filed September 14, 2009 by the Reporting Persons with the United States Securities and Exchange Commission).