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UNI MARTS INC
Form SC 13D/A
February 12, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Amendment No. 1)
Under

THE SECURITIES EXCHANGE ACT OF 1934

UNI-MARTS, INC.
(Name of Issuer)

477 East Beaver Avenue
State College, Pennsylvania 16801

Common Stock
(Title of Class of Securities)
904571 30 4
(CUSIP number)

Copy to:

Linda Ordoukhanian
1580 Massachusetts Avenue, #6D
Cambridge, Massachusetts 02138
(617) 331-7655

Christopher G. Karras
Dechert
4000 Bell Atlantic Tower
1717 Arch Street
Philadelphia, Pennsylvania 19103-2793

(Name, address and telephone number of
Person Authorized to Receive Notices
and Communications)

February 7, 2002
(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(b) (3) or (4), check the following box. / /

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) 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

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disclosures provided in a prior cover page.

This 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. 904571 30 4

1) Name of Reporting Person Armineh Ordoukhanian Petrossian
SS. Or I.R.S. Identification
No. of Above Person

2) Check the Appropriate Box
if a Member of a Group

(a) / X /
(b) / /

3) SEC Use Only

4) Source of Funds

OO

5) Check Box if Disclosure of
Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization

United States

Number of Shares
Beneficially Owned By
Reporting Person With

7) Sole Voting
Power

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0

8) Shared Voting
Power

209,620

9) Sole Dispositive
Power

209,620

10) Shared Dispositive
Power

0

11) Aggregate Amount Beneficially
Owned by Each Reporting Person

209,620

12) Check Box if the Aggregate Amount
in Row (11) Excludes Certain Shares

/ /

13) Percent of Class Represented
by Amount in Row (11)

3.0%

14) Type of Reporting Person

IN

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CUSIP NO. 904571 30 4

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1) Name of Reporting Person Linda Ordoukhanian
SS. Or I.R.S. Identification
No. of Above Person

2) Check the Appropriate Box
if a Member of a Group
(a) / X /
(b) / /

3) SEC Use Only

4) Source of Funds
00

5) Check Box if Disclosure of
Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e)
/ /

6) Citizenship or Place of Organization
United States

Number of Shares
Beneficially Owned By
Reporting Person With

7) Sole Voting
Power
209,616

8) Shared Voting
Power
628,852

9) Sole Dispositive
Power
209,616

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10) Shared Dispositive
Power

0

11) Aggregate Amount Beneficially
Owned by Each Reporting Person

838,468

12) Check Box if the Aggregate Amount
in Row (11) Excludes Certain Shares

/ /

13) Percent of Class Represented
by Amount in Row (11)

11.9%

14) Type of Reporting Person

IN

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CUSIP NO. 904571 30 4

1) Name of Reporting Person Elsa Ordoukhanian

SS. Or I.R.S. Identification
No. of Above Person

2) Check the Appropriate Box
if a Member of a Group

(a) / X /
(b) / /

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3) SEC Use Only

4) Source of Funds

00

5) Check Box if Disclosure of
Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e)

/ /

6) Citizenship or Place of Organization

United States

Number of Shares
Beneficially Owned By
Reporting Person With

7) Sole Voting
Power

0

8) Shared Voting
Power

209,616

9) Sole Dispositive
Power

209,616

10) Shared Dispositive
Power

0

11) Aggregate Amount Beneficially
Owned by Each Reporting Person

209,616

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12) Check Box if the Aggregate Amount
in Row (11) Excludes Certain Shares

/ /

13) Percent of Class Represented
by Amount in Row (11)

3.0%

14) Type of Reporting Person

IN

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CUSIP NO. 904571 30 4

1) Name of Reporting Person Nancy Ordoukhanian

SS. Or I.R.S. Identification
No. of Above Person

2) Check the Appropriate Box (a) / X /
if a Member of a Group (b) / /

3) SEC Use Only

4) Source of Funds

OO

5) Check Box if Disclosure of
Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e)

/ /

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6) Citizenship or Place of Organization

France

Number of Shares
Beneficially Owned By
Reporting Person With

7) Sole Voting
Power

0

8) Shared Voting
Power

209,616

9) Sole Dispositive
Power

209,616

10) Shared Dispositive
Power

0

11) Aggregate Amount Beneficially
Owned by Each Reporting Person

209,616

12) Check Box if the Aggregate Amount
in Row (11) Excludes Certain Shares

/ /

13) Percent of Class Represented
by Amount in Row (11)

3.0%

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14) Type of Reporting Person

IN

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ITEM 1. SECURITY AND ISSUER

This Amendment No. 1 to Schedule 13D (the "Amendment") relates to the Common Stock, par value \$0.10 per share (the "Common Stock"), of Uni-Marts, Inc. (the "Issuer"). The principal place of business of the Issuer is 477 East Beaver Avenue, State College, Pennsylvania 16801.

ITEM 2. IDENTITY AND BACKGROUND

A. The names of the filing persons are Armineh Ordoukhanian Petrossian, Elsa Ordoukhanian, Linda Ordoukhanian and Nancy Ordoukhanian.

B. Armineh Ordoukhanian Petrossian: 5213 Lexington Ridge Dr.
Lexington, Massachusetts 02421
Elsa Ordoukhanian: 343 East 74th Street, #11B
New York, New York 10021
Linda Ordoukhanian: 1580 Massachusetts Avenue, #6D
Cambridge, Massachusetts 02138
Nancy Ordoukhanian: 343 East 74th Street, #11B
New York, New York 10021

C. Armineh Ordoukhanian Petrossian: Not applicable
Elsa Ordoukhanian: Physician
2040 Victory Boulevard
Staten Island, New York 10314

Linda Ordoukhanian: Research Analyst
DiscoverWhy, Inc.
135 South Road
Bedford, Massachusetts 01730

Nancy Ordoukhanian: Attorney
343 East 74th Street, #11B
New York, New York 10021

D. During the last five years, none of the filing persons has been convicted in a criminal proceeding.

E. During the last five years, none of the filing persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding 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.

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F. Citizenship:

| | |
|----------------------------------|---------------|
| Armineh Ordoukhanian Petrossian: | United States |
| Elsa Ordoukhanian: | United States |
| Linda Ordoukhanian: | United States |
| Nancy Ordoukhanian: | France |

ITEM 4. PURPOSE OF TRANSACTION

In the view of the filing persons, the present management of the Issuer is not committed to maximizing the value of the Common Stock. Accordingly, the filing persons object to the proposals set forth in the Schedule 14A filed by the Issuer with the Securities and Exchange Commission on January 25, 2002 (the "Proxy Statement") and plan to vote "AGAINST" all the proposals set forth in the Proxy Statement. In addition, the filing persons have determined that it is in their best interests to realize upon the value of their respective investments in the Issuer by (a) selling their respective investments to a third party in a tender offer or business combination transaction, (b) joining with one or more third parties in making a tender offer or business combination transaction, (c) joining with one or more third parties in seeking to change the present management of the Issuer, or (d) taking other action to enhance and realize upon the value of its investment in the Issuer.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a-b) Armineh Ordoukhanian Petrossian may be deemed to be the beneficial owner of 209,620 shares of Common Stock (or 3.0% of the outstanding Common Stock), with sole power to dispose of such shares and shared power to vote such shares. Elsa Ordoukhanian and Nancy Ordoukhanian may each be deemed to be the beneficial owner of 209,616 shares of Common Stock (or 3.0% of the outstanding Common Stock), with sole power to dispose of such shares and shared power to vote such shares. Each of the above persons shares voting power with respect to the shares of Common Stock owned by her with Linda Ordoukhanian by virtue of the proxy granted by each of the above persons to Linda Ordoukhanian. Linda Ordoukhanian may be deemed to be the beneficial owner of 838,468 shares of Common Stock (or 11.9% of the outstanding Common Stock), including 209,616 shares of Common Stock over which she has sole voting and investment power, and 628,852 shares of Common Stock over which she shares voting power by virtue of the proxies granted to her by the other filing persons. The group formed by the filing persons may be deemed to beneficially own 838,468 shares of Common Stock (or 11.9% of the outstanding Common Stock).

(c) Not applicable.

(d) Not applicable.

(e) Not applicable.

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ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

The filing persons have formed a group, and each of Armineh Ordoukhanian Petrossian, Elsa Ordoukhanian and Nancy Ordoukhanian has granted to

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Linda Ordoukhanian a proxy to vote all shares of Common Stock owned by her, for the purposes stated in Item 4.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

- Exhibit 1 Proxy granted to Linda Ordoukhanian by Armineh Ordoukhanian Petrossian
- Exhibit 2 Proxy granted to Linda Ordoukhanian by Elsa Ordoukhanian
- Exhibit 3 Proxy granted to Linda Ordoukhanian by Nancy Ordoukhanian
- Exhibit 4 Agreement among Armineh Petrossian, Elsa Ordoukhanian, Linda Ordoukhanian and Nancy Ordoukhanian regarding the filing of Amendment
- Exhibit 99.1 Press Release dated February 12, 2002

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Signature

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

Dated: February 8, 2002

/s/ Armineh Ordoukhanian Petrossin

Armineh Ordoukhanian Petrossin

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Signature

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

Dated: February 7, 2002

/s/ Elsa Ordoukhanian

Elsa Ordoukhanian

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Signature

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

Dated: February 8, 2002

/s/ Linda Ordoukhanian

Linda Ordoukhanian

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Signature

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

Dated: February 7, 2002

/s/ Nancy Ordoukhanian

Nancy Ordoukhanian

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EXHIBIT INDEX

| | |
|--------------|---|
| Exhibit 1 | Proxy granted to Linda Ordoukhanian by Armineh Ordoukhanian Petrossian |
| Exhibit 2 | Proxy granted to Linda Ordoukhanian by Elsa Ordoukhanian |
| Exhibit 3 | Proxy granted to Linda Ordoukhanian by Nancy Ordoukhanian |
| Exhibit 4 | Agreement among Armineh Ordoukhanian Petrossian, Elsa Ordoukhanian, Linda Ordoukhanian and Nancy Ordoukhanian regarding the filing of Amendment |
| Exhibit 99.1 | Press Release dated February 12, 2002 |

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Exhibit 1

PROXY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Linda Ordoukhanian her true and lawful attorney and proxy, with full power of substitution, for a period of one (1) year from the date hereof, for and in the name, place and stead of the undersigned, to vote all shares of common stock of Uni-Marts, Inc. owned by the undersigned (currently 209,620 shares), according to the number of votes that the undersigned would be entitled to vote if personally present at all annual and special meetings of stockholders of Uni-Marts, Inc., upon any and all matters which may be presented, considered or voted upon by stockholders of Uni-Marts, Inc. at said meetings, hereby ratifying and confirming all that the undersigned's attorney and proxy may do in her name, place and stead.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this 8th day of February, 2002.

/s/ Armineh Ordoukhanian Petrossian

Armineh Ordoukhanian Petrossian

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Exhibit 2

PROXY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Linda Ordoukhanian her true and lawful attorney and proxy, with full power of substitution, for a period of one (1) year from the date hereof, for and in the name, place and stead of the undersigned, to vote all shares of common stock of Uni-Marts, Inc. owned by the undersigned (currently 209,616 shares), according to the number of votes that the undersigned would be entitled to vote if personally present at all annual and special meetings of stockholders of Uni-Marts, Inc., upon any and all matters which may be presented, considered or voted upon by stockholders of Uni-Marts, Inc. at said meetings, hereby ratifying and confirming all that the undersigned's attorney and proxy may do in her name, place and stead.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this 7th day of February, 2002.

/s/ Elsa Ordoukhanian

Elsa Ordoukhanian

Exhibit 3

PROXY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Linda Ordoukhanian her true and lawful attorney and proxy, with full power of substitution, for a period of one (1) year from the date hereof, for and in the name, place and stead of the undersigned, to vote all shares of common stock of Uni-Marts, Inc. owned by the undersigned (currently 209,616 shares), according to the number of votes that the undersigned would be entitled to vote if personally present at all annual and special meetings of stockholders of Uni-Marts, Inc., upon any and all matters which may be presented, considered or voted upon by stockholders of Uni-Marts, Inc. at said meetings, hereby ratifying and confirming all that the undersigned's attorney and proxy may do in her name, place and stead.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this 7th day of February, 2002.

/s/ Nancy Ordoukhanian

Nancy Ordoukhanian

Exhibit 4

AGREEMENT

The undersigned each agree to the filing of a single Amendment No. 1 to Schedule 13D with respect to their respective ownership interests in Uni-Marts, Inc.

Dated: February 8, 2002

/s/ Armineh Ordoukhanian Petrossian

Armineh Ordoukhanian Petrossian

Dated: February 7, 2002

/s/ Elsa Ordoukhanian

Elsa Ordoukhanian

Dated: February 8, 2002

/s/ Linda Ordoukhanian

Linda Ordoukhanian

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Dated: February 7, 2002

/s/ Nancy Ordoukhanian

Nancy Ordoukhanian

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