

Edgar Filing: UNIFAB INTERNATIONAL INC - Form SC 13D

UNIFAB INTERNATIONAL INC  
Form SC 13D  
March 01, 2005

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

SCHEDULE 13D  
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13D-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

UNIFAB International, Inc.  
(Name of Issuer)

COMMON STOCK, PAR VALUE \$.01 PER SHARE  
(Title of Class of Securities)

90467L 20 9  
(CUSIP Number)

Dailey J. Berard  
110 Mountainside Drive  
Lafayette, Louisiana 70503  
(337) 984-6409  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

Copy to:

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Virginia Boulet, Esq.  
Adams and Reese LLP  
4500 One Shell Square  
New Orleans, Louisiana 70139  
(504) 581-3234  
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September 19, 1997  
(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), 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 for other parties to whom copies are to be sent.

(Continued on following pages)

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CUSIP No. 90467L 20 9

13D

1. Names of Reporting Person.  
I.R.S. Identification Nos. of above person (entities only).

Dailey J. Berard

2. Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [X]

3. SEC Use Only

4. Source of Funds  
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 States

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

7. Sole Voting Power  
436,312\*

8. Shared Voting Power  
0

9. Sole Dispositive Power  
436,312\*

10. Shared Dispositive Power  
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
436,312\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares [ ]

13. Percent of Class Represented by Amount in Row (11)  
9.5%

14. Type of Reporting Person  
IN

\*Includes Mr. Berard's options to acquire 21,667 shares.

ITEM 1. SECURITY AND ISSUER.

This statement on Schedule 13D relates to the common stock, par value \$0.01 per share (the "Common Stock"), of UNIFAB International, Inc. (the "Company"). The principal executive offices of the Company are located at 5007 Port Rd. New Iberia, LA 70560.

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### ITEM 2. IDENTITY AND BACKGROUND

- (a) This Schedule 13D is filed by Mr. Berard.
- (b) The address of Mr. Berard is 110 Mountainside Drive, Lafayette, LA. 70503.
- (c) As of the date of the events reported in this Schedule 13D, Mr. Berard was the Chairman of the Board and Chief Executive Officer and President of the Company.
- (d) & (e) Mr. Berard was not, during the five years prior to September 19, 1997, (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) 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 on finding any violation with respect to such laws.
- (f) United States

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATIONS

Mr. Berard acquired all of the securities reported on this Form 13D in exchange for his interests in Universal Partners in a 1992 merger with McDermott, a subsidiary of McDermott International, Inc.

### ITEM 4. PURPOSE OF TRANSACTION

The event requiring the filing of this Schedule 13D was the Company's initial public offering on September 19, 1997. Mr. Berard acquired the reported securities prior to the public offering, and at the time of the offering, he held the securities for investment purposes only, and had no plans or proposals that would have effected the following: (a) the acquisition by any person of additional securities of the Company or the disposition of securities of the Company; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company; (c) a sale or transfer of a material amount of assets of the Company; (d) any change in the present board of directors or management of the issuer, including any plans or proposals to change the number of term directors or to fill an existing vacancies on the board; (e) any material change in the present capitalization or dividend policy of the Company; (f) any other material change to the Company's business or corporate structure; (g) changes in the Company's charter or bylaws or other actions which may impede the acquisition of control of the Company by any person; (h) the Common Stock or any other class of securities of the Company to be de-listed from the NASDAQ National Market System; (i) the Common Stock or any other class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended; or (j) any action similar to any of those enumerated above.

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

- (a) As of September 19, 1997, there were outstanding 4,600,000 shares of Common Stock. Mr. Berard beneficially owned approximately 9.5%.
- (b) As of September 19, 1997, Mr. Berard had the sole power to vote or sole power to direct the vote and sole power to dispose and sole power to direct the disposition of 436,312 shares of Common Stock.

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(c) Other than the initial public offering discussed herein, there were no transactions effected by Mr. Berard during the sixty-day period preceding the Company's initial public offering.

(d) Not applicable.

(e) Not applicable.

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

As of the date of this filing, Mr. Berard is under no contract, arrangement, understanding or relationship with any person with respect to the securities of the Company.

As of the date of the event giving rise to this filing, September 19, 1997, Mr. Berard was subject to various obligations and contracts related to the Company's initial public offering, including the underwriting agreement, all of which have since expired.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

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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: March 1, 2005

/s/ DAILEY J. BERARD

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Dailey J. Berard

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal

criminal violations (see 18 U.S.C. 1001).