

LQ CORP INC
Form 4
August 02, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MITAROTONDA JAMES A

(Last) (First) (Middle)

C/O BARINGTON CAPITAL GROUP, L.P., 888 SEVENTH AVENUE, 17TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LQ CORP INC [LQCI.OB]

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 07/31/2007 | | U | | 92,488 | D | <u>(1)</u> <u>(2)</u> 0 | I | By Barington Companies Equity Partners, L.P. |
| Common Stock | 07/31/2007 | | U | | 151,161 | D | <u>(1)</u> <u>(3)</u> 0 | I | By Barington Companies Offshore Fund, Ltd. |

| | | | | | | | | |
|--------------|------------|---|---------|---|-------------------|---|---|---|
| Common Stock | 07/31/2007 | U | 125,564 | D | <u>(1)</u> (4) | 0 | I | By Barington Capital Group, L.P. |
|--------------|------------|---|---------|---|-------------------|---|---|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option | \$ 0.79 | 07/31/2007 | | U | 4,200 | 05/14/2002 05/14/2012 | Common Stock | 4,200 |
| Option | \$ 2.07 | 07/31/2007 | | U | 58,800 | 07/18/2003 07/18/2013 | Common Stock | 58,800 |
| Option | \$ 2.07 | 07/31/2007 | | U | 58,800 | 07/18/2003 07/18/2013 | Common Stock | 58,800 |
| Option | \$ 1.82 | 07/31/2007 | | U | 37,000 | 11/16/2004 11/16/2009 | Common Stock | 37,000 |
| Option | \$ 1.85 | 07/31/2007 | | U | 1,400 | 10/26/2005 10/26/2015 | Common Stock | 1,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| MITAROTONDA JAMES A C/O BARINGTON CAPITAL GROUP, L.P. 888 SEVENTH AVENUE, 17TH FLOOR NEW YORK, NY 10019 | | | | See Remarks |
| BARINGTON COMPANIES EQUITY PARTNERS L P 888 SEVENTH AVENUE | | X | | |

17TH FLOOR
NEW YORK, NY 10019

Barington Offshore Advisors II, LLC
888 SEVENTH AVENUE
17TH FLOOR X
NEW YORK, NY 10019

Barington Companies Investors, LLC
888 SEVENTH AVENUE X
17TH FLOOR
NEW YORK, NY 10019

BARINGTON CAPITAL GROUP L P
888 SEVENTH AVENUE X
17TH FLOOR
NEW YORK, NY 10019

LNA Capital Corp.
888 SEVENTH AVENUE X
17TH FLOOR
NEW YORK, NY 10019

Barington Companies Offshore Fund, Ltd. (BVI)
C/O BISON FINANCIAL SERVICES LTD. X
BISON COURT, ROAD TOWN
TORTOLA, D8

Signatures

BARINGTON COMPANIES EQUITY PARTNERS, L.P., By: Barington Companies
Investors, LLC, its general partner, By: /s/ James A. Mitarotonda, its managing member 08/02/2007
Date

__Signature of Reporting Person

BARINGTON COMPANIES INVESTORS, LLC, By: /s/ James A. Mitarotonda, its
managing member 08/02/2007
Date

__Signature of Reporting Person

BARINGTON COMPANIES OFFSHORE FUND, LTD., By: /s/ James A. Mitarotonda, its
president 08/02/2007
Date

__Signature of Reporting Person

BARINGTON OFFSHORE ADVISORS II, LLC, By: /s/ James A. Mitarotonda, its
managing member 08/02/2007
Date

__Signature of Reporting Person

BARINGTON CAPITAL GROUP, L.P., By: LNA Capital Corp., its general partner, By: /s/
James A. Mitarotonda, its president and CEO 08/02/2007
Date

__Signature of Reporting Person

LNA CAPITAL CORP., By: /s/ James A. Mitarotonda, its its president and CEO 08/02/2007
Date

__Signature of Reporting Person

/s/ James A. Mitarotonda 08/02/2007

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Transactions reflect exchange of 3.68 shares of the common stock of Sielox, Inc. ("Sielox"), formerly known as Dynabazaar, Inc., for each share of the Issuer's common stock pursuant to an Amended and Restated Agreement and Plan of Merger, dated as of February 26, 2007, as amended (the "Merger Agreement"), by and among the Issuer, Dynabazaar, Inc. and LQ Merger Corp. On the effective date of the merger, the closing price of Sielox's common stock was \$0.305 per share.
- (1) Disposed of pursuant to the Merger Agreement in exchange for 340,355 shares of Dynabazaar common stock.
 - (2) Disposed of pursuant to the Merger Agreement in exchange for 556,272 shares of Dynabazaar common stock.
 - (3) Disposed of pursuant to the Merger Agreement in exchange for 462,075 shares of Dynabazaar common stock. Excludes shares owned directly by Barington Companies Equity Partners, L.P. and Barington Companies Offshore Fund, Ltd.
 - (4) This option was assumed by Sielox in the merger and replaced with an option to purchase 15,456 shares of Sielox common stock for \$0.21 per share.
 - (5) This option was assumed by Sielox in the merger and replaced with an option to purchase 216,384 shares of Sielox common stock for \$0.56 per share.
 - (6) This option was assumed by Sielox in the merger and replaced with an option to purchase 216,384 shares of Sielox common stock for \$0.56 per share.
 - (7) This option was assumed by Sielox in the merger and replaced with an option to purchase 136,160 shares of Sielox common stock for \$0.49 per share.
 - (8) This option was assumed by Sielox in the merger and replaced with an option to purchase 5,152 shares of Sielox common stock for \$0.50 per share.
 - (9)

Remarks:

Prior to the effective date of the merger, each Reporting Person was deemed to be a member of a Section 13(d) group that own

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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