

Edgar Filing: CAPITAL HOLDINGS INC - Form SC 13D/A

CAPITAL HOLDINGS INC
Form SC 13D/A
February 20, 2001

OMB APPROVAL

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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)

(Amendment No. 1)

Capital Holdings Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

14018R101

(CUSIP Number)

Allen B. Holeman, Bear, Stearns & Co. Inc.
115 South Jefferson Road, Whippany, NJ 07981
(973) 793-2202

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

February 14, 2001

(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(b) for other parties to whom copies are to be sent.

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(Continued on following pages)
(Page 1 of Pages)

(1) 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 disclosures provided in a prior cover page.

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 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).

(SC13D-07/98)

CUSIP No. 14018R101 13D Page of Pages

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

The Bear Stearns Companies Inc.**
IRS # 13-3286161

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
NUMBER OF
0

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SHARES
BENEFICIALLY OWNED BY EACH REPORTING PERSON

8 SHARED VOTING POWER

438,421

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

438,421

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

438,421

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

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

6.21%

14 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bear, Stearns & Co. Inc.**
IRS # 13-3299429

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

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PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

438,421

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

0

PERSON

10 SHARED DISPOSITIVE POWER

WITH

438,421

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

438,421

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

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

6.21%

14 TYPE OF REPORTING PERSON*

BD

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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13D

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Schedule 13D Amendment No. 1

This statement constitutes Amendment No. 1 to the statement on Schedule 13D

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(the "Schedule 13D") filed with the Securities and Exchange Commission by Bear, Stearns & Co. Inc. ("Bear Stearns") with respect to its ownership of the Common Stock of Capital Holdings Inc. (the "Issuer").

Item 3: Source and Amount of Funds or Other Consideration

Working capital of Bear Stearns & Co. The aggregate purchase price of the 82,574 shares of Common Stock was approximately \$3,013,951.

Item 5: Interest in Securities of the Issuer (as of 02/14/01)

- (a) The responses of Bear Stearns to Rows (11) through (13) of the cover page of this Amendment No. 1 to Schedule 13D are incorporated herein by reference. To the best of Bear Stearns' knowledge, none of its executive officers or directors beneficially own any Common Stock of the Issuer.
- (b) The responses of Bear Stearns to Rows (7) through (10) of the cover page of this Amendment No. 1 to Schedule 13D are incorporated herein by reference.
- (c) Since the date of its initial filing on Schedule 13D, Bear Stearns has effected transactions in the Common Stock of the Issuer. Information concerning transactions in the Common Stock effected by Bear Stearns is set forth on Appendix I.
- (d) Not Applicable.
- (e) Through February 14, 2001, Bear Stearns purchased an additional 82,574 shares of Capital Holdings Inc. Accordingly, Bear Stearns increased its beneficial ownership by more than one full percentage points of the Common Stock of the Issuer since the date of its initial filing.

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**Bear Stearns & Co. is a subsidiary of The Bear Stearns Companies Inc.

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.

February 20, 2001

(Date)

/s/

(Signature)

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Barry J. Cohen/Senior Managing Director

(Name/Title)

APPENDIX I
BEAR, STEARNS & CO. INC.

Capital Holdings Inc.

Trades from 01/25/01 through 02/14/01

(Various Firm Accounts)

	***** 02/14 *****			
839	CAPITAL HOLDINGS INC-OHIO	37 1/4		31,252.75
1,695	CAPITAL HOLDINGS INC-OHIO	37 1/4		63,138.75
1,752	CAPITAL HOLDINGS INC-OHIO	37 1/4		65,262.00
10,000	CAPITAL HOLDINGS INC-OHIO	37 3/8		373,750.00
	***** 02/13 *****			
550	CAPITAL HOLDINGS INC-OHIO	37 1/4		20,487.50
2,484	CAPITAL HOLDINGS INC-OHIO	37 3/8		92,839.50
10,480	CAPITAL HOLDINGS INC-OHIO	37 1/4		390,380.00
22,000-	CAPITAL HOLDINGS INC-OHIO	37.3717		822,149.98-
17,500	CAPITAL HOLDINGS INC-OHIO	37.3717		654,004.75
4,500	CAPITAL HOLDINGS INC-OHIO	37.3717		168,172.65
	***** 02/12 *****			
75	CAPITAL HOLDINGS INC-OHIO	36 5/8		2,746.88
800	CAPITAL HOLDINGS INC-OHIO	36 15/16		29,550.00
1,000	CAPITAL HOLDINGS INC-OHIO	36 3/4		36,750.00
	***** 02/09 *****			
2,700	CAPITAL HOLDINGS INC-OHIO	36 1/2		98,550.00
	***** 02/08 *****			
800	CAPITAL HOLDINGS INC-OHIO	36 3/4		29,400.00
1,000	CAPITAL HOLDINGS INC-OHIO	36 3/4		36,750.00
	***** 02/07 *****			
500	CAPITAL HOLDINGS INC-OHIO	36 3/4		18,375.00
3,000	CAPITAL HOLDINGS INC-OHIO	36 5/8		109,875.00
	***** 02/06 *****			
7,908	CAPITAL HOLDINGS INC-OHIO	36 3/8		287,653.50
7,900-	CAPITAL HOLDINGS INC-OHIO	36 3/8		287,352.92-
7,900	CAPITAL HOLDINGS INC-OHIO	36 3/8		287,362.50
	***** 02/05 *****			
300	CAPITAL HOLDINGS INC-OHIO	36 5/8		10,987.50
2,600	CAPITAL HOLDINGS INC-OHIO	36 7/16		94,737.50
	***** 02/02 *****			
800	CAPITAL HOLDINGS INC-OHIO	36 9/16		29,250.00
991	CAPITAL HOLDINGS INC-OHIO	36 5/8		36,295.38
1,000	CAPITAL HOLDINGS INC-OHIO	36 5/8		36,625.00
	***** 02/01 *****			
1,012	CAPITAL HOLDINGS INC-OHIO	36 13/16		37,254.25
1,500	CAPITAL HOLDINGS INC-OHIO	36 11/16		55,031.25
2,500-	CAPITAL HOLDINGS INC-OHIO	36.8829		92,204.17-
	***** 01/31 *****			
1,000	CAPITAL HOLDINGS INC-OHIO	36 13/16		36,812.50
2,500	CAPITAL HOLDINGS INC-OHIO	36 13/16		92,031.25

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2,500-	CAPITAL HOLDINGS INC-OHIO	37	92,496.91-
	***** 01/30 *****		
5,100	CAPITAL HOLDINGS INC-OHIO	36 3/8	185,512.50
18,088	CAPITAL HOLDINGS INC-OHIO	36 13/16	665,864.50
7,800-	CAPITAL HOLDINGS INC-OHIO	36.8800	287,654.41-
4,600	CAPITAL HOLDINGS INC-OHIO	36.8800	169,648.00
3,200	CAPITAL HOLDINGS INC-OHIO	36.8800	118,016.00
	***** 01/29 *****		
600	CAPITAL HOLDINGS INC-OHIO	36 1/4	21,750.00
	***** 01/25 *****		
1,000	CAPITAL HOLDINGS INC-OHIO	35 7/8	35,875.00
1,000	CAPITAL HOLDINGS INC-OHIO	35 7/8	35,875.00
1,500	CAPITAL HOLDINGS INC-OHIO	35 7/8	53,812.50
3,000	CAPITAL HOLDINGS INC-OHIO	35 7/8	107,625.00
6,500-	CAPITAL HOLDINGS INC-OHIO	35 1/4	229,117.36-
10,000-	CAPITAL HOLDINGS INC-OHIO	35 7/8	358,738.04-
3,500	CAPITAL HOLDINGS INC-OHIO	35 1/4	123,375.00
5,000	CAPITAL HOLDINGS INC-OHIO	35 7/8	179,375.00
3,000	CAPITAL HOLDINGS INC-OHIO	35 1/4	105,750.00
5,000	CAPITAL HOLDINGS INC-OHIO	35 7/8	179,375.00