

MARKETING SERVICES GROUP INC  
Form SC 13D/A  
May 17, 2001

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 5)

Marketing Services Group, Inc.

(Name of Issuer)

Common Stock, \$.01 par value

570907105

(Title of class of securities)

(CUSIP number)

Nancy E. Barton, Esq., General Electric Capital Corporation, 260 Long Ridge  
Road, Stamford, Connecticut 06927 (203) 357-4000

(Name, address and telephone number of person authorized to receive  
notices and communications)

May 15, 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 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.

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

CUSIP No.

570907105

13D

1

NAMES OF REPORTING PERSONS:  
I.R.S. IDENTIFICATION NOS.  
OF ABOVE PERSONS:

General Electric Capital Co  
13-1500700

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3

SEC USE ONLY

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4 SOURCE OF FUNDS: OO

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

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6 CITIZENSHIP OR PLACE OF ORGANIZATION: New York

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NUMBER OF SHARES	7	SOLE VOTING POWER:	11,811,220 (Se
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	0
	9	SOLE DISPOSITIVE POWER:	11,811,220 (Se
	10	SHARED DISPOSITIVE POWER:	0

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 11,811,220 (Se

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

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

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14 TYPE OF REPORTING PERSON: CO

2

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CUSIP No. 570907105 13D

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1 NAME OF REPORTING PERSON: General Electric Capital Se  
S.S. OR I.R.S. IDENTIFICATION NO. 06-1109503  
OF ABOVE PERSON:

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

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3 SEC USE ONLY

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4 SOURCE OF FUNDS: Not applicable

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

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6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

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NUMBER OF SHARES	7	SOLE VOTING POWER:	Disclaimed (Se
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	0
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	Disclaimed (Se
PERSON WITH	10	SHARED DISPOSITIVE POWER:	0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		Beneficial own General Electr
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:		CO

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CUSIP No.	570907105	13D
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1	NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:	General Electric Company 14-0689340
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	Not applicable
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	New York

NUMBER OF SHARES	7	SOLE VOTING POWER:	Disclaimed (Se
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	0

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EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER:	Disclaimed (Se
	10	SHARED DISPOSITIVE POWER:	0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		Beneficial own General Electr
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:		CO

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This Amendment No. 5 amends the Schedule 13D filed on January 5, 1998, as amended, and is filed by General Electric Capital Corporation ("GE Capital"), for and on behalf of itself, General Electric Capital Services, Inc. ("GECS") and General Electric Company ("GE") (collectively, the "Reporting Persons"), with respect to the common stock, par value \$0.01 per share ("Common Stock"), of Marketing Services Group, Inc. (the "Company").

Item 5. Interest in Securities of the Issuer.

(a) The responses of the Reporting Persons to Rows (11) through (13) of the cover pages of this Amendment No. 5 are incorporated herein by reference. As of May 16, 2001, GE Capital beneficially owned in the aggregate 11,811,220 shares of Common Stock representing approximately 28.7% of the outstanding shares of Common Stock (such outstanding shares being determined in accordance with Rule 13d-3(d)(1) under the Exchange Act to equal the number of shares outstanding as of May 10, 2001 (i.e., 33,723,606 shares), as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2001, plus the number of shares of Common Stock for which GE Capital has the right to acquire). The shares beneficially owned by GE Capital include the right to acquire 7,500,000 shares of Common Stock pursuant to a warrant.

Except as disclosed in this Item 5(a), none of the Reporting Persons, nor, to the best of their knowledge, any of their executive officers and directors, beneficially owns any shares of Common Stock of the Company.

(b) The responses of the Reporting Persons to (i) Rows (7) through (10) of the cover pages of this Amendment No. 5 and (ii) Item 5(a) hereof are incorporated herein by reference.

Except as disclosed in this Item 5(b), none of the Reporting Persons, nor, to the best of their knowledge, any of their executive officers or directors presently has the power to vote or to direct the vote or to dispose of or direct the disposition of any of the shares of Common Stock which they may be deemed to beneficially own.

(c) Except as disclosed in Item 6 hereof, none of the

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Reporting Persons, nor, to the best of their knowledge, any of their executive officers or directors, has effected any transaction in the Common Stock of the Company during the past 60 days.

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(d) Not applicable.

(e) Not applicable.

Neither the filing of this Amendment No. 5 nor anything contained herein is intended as, or should be construed as, an admission that GECS or GE is the "beneficial owner" of any shares of Common Stock.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is hereby amended and supplemented as follows:

On May 15, 2001, the Company and GE Capital entered into an agreement to amend certain provisions of a warrant issued by the Company to GE Capital on December 24, 1997. The amendment fixed the number of shares of Common Stock subject to the warrant at 7,500,000 and makes the warrant currently exercisable. A copy of the amendment is attached hereto as Exhibit 1 and incorporated herein by reference.

Item 7. Materials To Be Filed As Exhibits.

Exhibit 1 - Third Amendment, dated May 15, 2001, between Marketing Services Group, Inc. and General Electric Capital Corporation

Exhibit 2 - Power of Attorney appointing Jonathan K. Sprole as agent and attorney-in-fact for General Electric Capital Services, Inc.

Exhibit 3 - Power of Attorney appointing Jonathan K. Sprole as agent and attorney-in-fact for General Electric Company

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SIGNATURE

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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.

Dated: May 17, 2001

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Jonathan K. Sprole

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Name: Jonathan K. Sprole  
Title: Dept. Operations Manager

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Jonathan K. Sprole

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Name: Jonathan K. Sprole  
Title: Attorney-in-Fact

GENERAL ELECTRIC COMPANY

By: /s/ Jonathan K. Sprole

-----  
Name: Jonathan K. Sprole  
Title: Attorney-in-Fact

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EXHIBIT INDEX

Exhibit No.

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Company