

ATLANTIC PREMIUM BRANDS LTD
Form SC 13G/A
February 13, 2003

OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1) *

Atlantic Premium Brands, Ltd.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

048263 10 7

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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 the
disclosures provided in a prior cover page.

The information required in 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).

PERSONS WHO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE
NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL
NUMBER.

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SEC 1745 (12-02)

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Merrick M. Elfman

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.A.

Number of	5. Sole Voting Power
Shares	143,054
Beneficially	6. Shared Voting Power
Owned by	433,805
Each	7. Sole Dispositive Power
Reporting	143,054
Person With:	8. Shared Dispositive Power
	433,805

9. Aggregate Amount Beneficially Owned by Each Reporting Person

576,859

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

CERTAIN SHARES*

11. Percent of Class Represented by Amount in Row (9)

8.4%

12. Type of Reporting Person (See Instructions)

IN

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Therese L. Wareham

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.A.

Number of	5.	Sole Voting Power
Shares		0
Beneficially	6.	Shared Voting Power
Owned by		576,859
Each	7.	Sole Dispositive Power
Reporting		0
Person With:	8.	Shared Dispositive Power
		576,859

9. Aggregate Amount Beneficially Owned by Each Reporting Person

576,859

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

CERTAIN SHARES*

11. Percent of Class Represented by Amount in Row (9)

8.4%

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12. Type of Reporting Person (See Instructions)

IN

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Item 1(a). Name of Issuer:

Atlantic Premium Brands, Ltd.

Item 1(b). Address of Issuer's Principal Executive Offices:

1033 Skokie Blvd., Suite 600
Northbrook, IL 60062

Item 2(a). Name of Person Filing:

Merrick M. Elfman ("Mr. Elfman")
Therese L. Wareham ("Ms. Wareham")

Item 2(b). Address of Principal Business Office or, if None, Residence:

1033 Skokie Blvd., Suite 600
Northbrook, IL 60062

Item 2(c). Citizenship:

U.S.A.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 per share

Item 2(e). CUSIP Number:

048263 10 7

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

Not applicable.

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Item 4. Ownership:

(a) Amount beneficially owned:

Mr. Elfman: 576,859*

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Ms. Wareham: 576,859**

*The 576,859 shares beneficially owned by Mr. Elfman as of December 31, 2002 include (i) 122,500 shares underlying currently exercisable options or options exercisable within 60 days held by Mr. Elfman; (ii) 20,554 shares held individually by Mr. Elfman; and (iii) 433,805 shares held jointly by Mr. Elfman and his wife, Ms. Wareham.

**The 576,859 shares beneficially owned by Ms. Wareham as of December 31, 2002 include (i) 122,500 shares underlying currently exercisable options or options exercisable within 60 days held by her husband, Mr. Elfman; (ii) 20,554 shares held individually by Mr. Elfman; and (iii) 433,805 shares held jointly by Ms. Wareham and Mr. Elfman.

(b) Percent of Class:

8.4%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

Mr. Elfman: 143,054

Ms. Wareham: 0

(ii) shared power to vote or to direct the vote:

Mr. Elfman: 433,805

Ms. Wareham: 576,859

(iii) sole power to dispose or to direct the disposition of:

Mr. Elfman: 143,054

Ms. Wareham: 0

(iv) shared power to dispose or to direct the disposition of:

Mr. Elfman: 433,805

Ms. Wareham: 576,859

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Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not Applicable.

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Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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

Dated: February 10, 2003

/s/ Merrick M. Elfman

Merrick M. Elfman
Chairman of the Board

/s/ Therese L. Wareham

Therese L. Wareham