

Edgar Filing: BRIGHTPOINT INC - Form SC 13D/A

BRIGHTPOINT INC  
Form SC 13D/A  
November 02, 2005

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 5)\*

Brightpoint, Inc.  
(Name of Issuer)

COMMON STOCK  
(Title of Class of Securities)

109473108  
(CUSIP Number)

Timothy S. Durham  
111 Monument Circle, Suite 4800  
Indianapolis, Indiana 46204-2415  
(317) 237-4122  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

November 1, 2005  
(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 ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d 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.

\*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 ("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).

SCHEDULE 13D

-----  
CUSIP No. 109473108  
-----

1. NAME OF REPORTING PERSON:

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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Timothy S. Durham

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

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

PF

5. CHECK BOX 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

7. SOLE VOTING POWER

BENEFICIALLY  
OWNED BY

8. SHARED VOTING POWER

EACH REPORTING  
PERSON

9. SOLE DISPOSITIVE POWER

WITH

10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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  
IN

SCHEDULE 13D

CUSIP No. 109473108

1. NAME OF REPORTING PERSON:

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Diamond Investments, LLC 35-2088657

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

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Indiana

NUMBER OF  
SHARES

7. SOLE VOTING POWER

BENEFICIALLY  
OWNED BY

8. SHARED VOTING POWER

EACH REPORTING  
PERSON

9. SOLE DISPOSITIVE POWER

WITH

10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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EXCLUDES CERTAIN SHARES

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

14. TYPE OF REPORTING PERSON  
OO

SCHEDULE 13D

CUSIP No. 109473108

1. NAME OF REPORTING PERSON:

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Henri B. Najem, Jr.

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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 BOX 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         |
| 8. SHARED VOTING POWER       |
| 9. SOLE DISPOSITIVE POWER    |
| 10. SHARED DISPOSITIVE POWER |

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-----  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-----  
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  
IN

-----  
SCHEDULE 13D

-----  
CUSIP No. 109473108

-----  
1. NAME OF REPORTING PERSON:  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Shelley Najem

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

-----  
3. SEC USE ONLY

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4. SOURCE OF FUNDS

PF

5. CHECK BOX 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

8. SHARED VOTING POWER

9. SOLE DISPOSITIVE POWER

10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

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IN

SCHEDULE 13D

CUSIP No. 109473108

1. NAME OF REPORTING PERSON:

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

Jeffrey Osler

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

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

PF

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5. CHECK BOX 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<br>SHARES      | 7. SOLE VOTING POWER         |
| BENEFICIALLY<br>OWNED BY | 8. SHARED VOTING POWER       |
| EACH REPORTING<br>PERSON | 9. SOLE DISPOSITIVE POWER    |
| WITH                     | 10. SHARED DISPOSITIVE POWER |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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  
IN

SCHEDULE 13D

CUSIP No. 109473108

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

Neil Lucas

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

PF

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

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United States

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|                          |     |                          |
|--------------------------|-----|--------------------------|
| NUMBER OF<br>SHARES      | 7.  | SOLE VOTING POWER        |
| BENEFICIALLY<br>OWNED BY | 8.  | SHARED VOTING POWER      |
| EACH REPORTING<br>PERSON | 9.  | SOLE DISPOSITIVE POWER   |
| WITH                     | 10. | SHARED DISPOSITIVE POWER |

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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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  
IN

-----

SCHEDULE 13D

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CUSIP No. 109473108

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

James F. Cochran

-----

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 BOX 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 | 7. | SOLE VOTING POWER |
|-----------|----|-------------------|

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SHARES

-----  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARED VOTING POWER

-----

9. SOLE DISPOSITIVE POWER

-----

10. SHARED DISPOSITIVE POWER

-----

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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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)

-----

14. TYPE OF REPORTING PERSON IN

-----

SCHEDULE 13D

-----  
CUSIP No. 109473108

-----

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

Jonathon B. Swain

-----

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 BOX 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

7. SOLE VOTING POWER

-----

BENEFICIALLY OWNED BY

8. SHARED VOTING POWER



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EACH REPORTING  
PERSON

9. SOLE DISPOSITIVE POWER

WITH

10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

14. TYPE OF REPORTING PERSON  
IN

SCHEDULE 13D

CUSIP No. 109473108

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

Dr. Charles Durham

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 BOX 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

7. SOLE VOTING POWER

BENEFICIALLY  
OWNED BY

8. SHARED VOTING POWER

EACH REPORTING  
PERSON

9. SOLE DISPOSITIVE POWER

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WITH 10. SHARED DISPOSITIVE POWER

-----  
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
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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  
IN  
-----

SCHEDULE 13D

-----  
CUSIP No. 109473108  
-----

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

Mitza Durham  
-----

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 BOX 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 7. SOLE VOTING POWER  
-----

BENEFICIALLY OWNED BY 8. SHARED VOTING POWER  
-----

EACH REPORTING PERSON 9. SOLE DISPOSITIVE POWER  
-----

WITH 10. SHARED DISPOSITIVE POWER  
-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
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14. TYPE OF REPORTING PERSON  
IN  
-----

SCHEDULE 13D

-----  
CUSIP No. 109473108  
-----

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

Shannon Frantz  
-----

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States  
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|                          |                              |
|--------------------------|------------------------------|
| NUMBER OF<br>SHARES      | 7. SOLE VOTING POWER         |
| BENEFICIALLY<br>OWNED BY | 8. SHARED VOTING POWER       |
| EACH REPORTING<br>PERSON | 9. SOLE DISPOSITIVE POWER    |
| WITH                     | 10. SHARED DISPOSITIVE POWER |

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
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EXCLUDES CERTAIN SHARES [ ]

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

14. TYPE OF REPORTING PERSON  
IN

SCHEDULE 13D  
AMENDMENT NO. 5

This Amendment No. 5 amends the Schedule 13D originally filed on August 8, 2002, by Timothy S. Durham, Diamond Investments, LLC and Henri B. Najem, Jr., relating to shares of common stock, \$0.01 par value per share (the "Common Stock"), of Brightpoint, Inc., a Delaware corporation (the "Issuer" or "Brightpoint"), as amended by Amendment No. 1 filed on September 30, 2002, Amendment No. 2 filed on February 5, 2003, Amendment No. 3 filed on May 9, 2003, and Amendment No. 4 filed on August 20, 2003. The following items are hereby amended:

As of November 1, 2005, the group formed to jointly file these Schedules 13D has been formally dissolved. None of the individuals formerly comprising the group holds a quantity of shares representing greater than 5% of the Issuer. This filing is submitted to meet the final amendment obligation under Section 13d-2(d).

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit A: Joint Filing Agreement.

Exhibit B: Power of Attorney.

SIGNATURES

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: August 20, 2003

/s/ Timothy S. Durham  
-----  
Timothy S. Durham

\*  
-----  
Shelley Najem

\*  
-----  
Henri B. Najem, Jr.

\*  
-----  
Dr. Charles Durham

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DIAMOND INVESTMENTS, LLC

By: \*  
-----  
Timothy S. Durham  
Its: Managing Member

\*  
-----  
Mitza Durham

\*  
-----  
Shannon Frantz

\*  
-----  
Jeffrey Osler

\*By: /s/ Timothy S. Durham  
-----  
Timothy S. Durham  
Attorney-in-Fact

\*  
-----  
Neil Lucas

\*  
-----  
James F. Cochran

\*  
-----  
Jonathon B. Swain

EXHIBIT INDEX

| Exhibit No. | Description  |
|-------------|--|
| A           | Joint Filing Agreement.  |
| B           | Power of Attorney. Incorporated by reference to the signature page of Amendment No. 2 to this Schedule 13D, which was filed on February 5, 2003. |

EXHIBIT A  
Joint Filing Agreement

Each of the undersigned hereby agrees and consents to the filing of a single Schedule 13D and any and all future amendments thereto with the Securities and Exchange Commission on behalf of the undersigned and the other persons listed in Item 2 of the Schedule 13D in connection with their beneficial ownership of securities of Brightpoint, Inc.

Dated: February 4, 2003

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/s/ Timothy S. Durham  
-----  
Timothy S. Durham

/s/ Henri B. Najem, Jr.  
-----  
Henri B. Najem, Jr.  
  
DIAMOND INVESTMENTS, LLC

By:/s/ Timothy S. Durham  
-----  
Timothy S. Durham  
Its: Managing Member

/s/ Jeffrey Osler  
-----  
Jeffrey Osler

/s/ Neil Lucas  
-----  
Neil Lucas

/s/ James F. Cochran  
-----  
James F. Cochran

/s/ Jonathan B. Swain  
-----  
Jonathon B. Swain

/s/ Shelley Najem  
-----  
Shelley Najem

/s/ Dr. Charles Durham  
-----  
Dr. Charles Durham

/s/ Mitza Durham  
-----  
Mitza Durham

/s/ Shannon Frantz  
-----  
Shannon Frantz