

JANEX INTERNATIONAL INC
Form SC 13G/A
February 11, 2002

CUSIP No. 470883 10 9

13G

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SCHEDULE 13G/A

(RULE 13d-102)

Information to be Included in Statements Filed Pursuant to
Rule 13d-1(b), (c) and (d) and Amendments Thereto Filed
Pursuant to Rule 13d-2.

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

JANEX INTERNATIONAL, INC.

(Name of Issuer)

COMMON STOCK, NO PAR VALUE

(Title or Class of Securities)

470883 10 9

(CUSIP Number)

N/A

(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)
|X| 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 (the "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).

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1. Name of Reporting Persons/I.R.S. Identification Nos. of Above Persons
(Entities Only)

BROWN, RUDNICK, FREED & GESMER / 04-3108175

2. Check The Appropriate Box If A Member Of A Group

(a) | |
(b) | |

3. SEC USE ONLY

4. Citizenship or Place of Organization

MASSACHUSETTS, UNITED STATES OF AMERICA

5. Sole Voting Power

-0-

Number of
Shares Beneficially
Owned by

6. Shared Voting Power

-0-

Each
Reporting
Person With

7. Sole Dispositive Power

-0-

8. Shared Dispositive Power

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

-0-

10. Check Box if the Aggregate Amount In Row (9) Excludes Certain
Shares * (SEE Instructions)

| |

11. Percent Of Class Represented By Amount In Row 9

0.0%

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12. Type of Reporting Person (SEE Instructions)

PN

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ITEM 1(a) Name of Issuer:

JANEX INTERNATIONAL, INC.

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

1609 FOURTH STREET, BERKLEY, CA 94710

ITEM 2(a) Name of Person Filing:

BROWN, RUDNICK, FREED & GESMER

ITEM 2(b) Address of Principal Business Office or, if none, Residence:

ONE FINANCIAL CENTER, 18TH FLOOR, BOSTON, MA 02111

ITEM 2(c) Citizenship:

MASSACHUSETTS, UNITED STATES OF AMERICA

ITEM 2(d) Title of Class of Securities:

COMMON STOCK, NO PAR VALUE

ITEM 2(e). CUSIP Number:

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ITEM 3. Not Applicable.

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ITEM 4. OWNERSHIP.

- (a) Amount Beneficially Owned: -0-
- (b) Percent of Class: 0.0%
- (c) Number of Shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: -0-
 - (ii) Shared power to vote or to direct the vote: -0-
 - (iii) Sole power to dispose or to direct the disposition of: -0-
 - (iv) Shared power to dispose or to direct the disposition of: -0-

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. |X|

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.

Not Applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable.

ITEM 10. CERTIFICATION.

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.

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.

Date: February 7, 2002

By: /s/ BARRY BERMAN

Name: Barry Berman, Chief Financial Officer