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KATY INDUSTRIES INC
Form SC 13D/A
June 08, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)

KATY INDUSTRIES, INC.

(Name of Issuer)

COMMON STOCK, \$1.00 par value per share

(Title of Class of Securities)

486-026-107

(CUSIP Number)

Mr. Christopher Lacovara
KKTU Holding Company, L.L.C.
c/o Kohlberg & Co., L.L.C.
111 Radio Circle
Mount Kisco, New York 10549
(914) 241-7430

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

With Copies to:
Raul Grable, Esq.
Hunton & Williams
200 Park Avenue
New York, New York 10166-0136

June 2, 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 Rules 13d-1(e), (f) or (g),
check the following box .

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NAME OF REPORTING PERSONS

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

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KKTY Holding Company, L.L.C. (13-4162459)

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

	7	SOLE VOTING POWER
NUMBER OF		
SHARES	0	
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		
EACH		
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,480,000*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
17,000*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
29.5%

14 TYPE OF REPORTING PERSON
OO

* The reporting person expressly disclaims beneficial ownership of any shares other than the shares owned of record, if any, by the reporting person. The filing of this statement shall not be deemed to be an admission that the reporting person is, for the purposes of Section 13(d) or 13(g) of the

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Securities Exchange Act of 1934, the beneficial owner of any securities covered by this statement.

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

Kohlberg Investors IV, L.P. (13-4134452)

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

SEC USE ONLY
3

SOURCE OF FUNDS
4
OO

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

CITIZENSHIP OR PLACE OF ORGANIZATION
6
Delaware

NUMBER OF 7 SOLE VOTING POWER
0
SHARES

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 2,480,000*

EACH 9 SOLE DISPOSITIVE POWER
0
REPORTING PERSON

WITH 10 SHARED DISPOSITIVE POWER
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11
2,480,000*

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
12
17,000*

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 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 29.5%

 14 TYPE OF REPORTING PERSON
 PN

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 NAME OF REPORTING PERSONS
 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 Kohlberg TE Investors IV, L.P. (13-4147089)

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

 3 SEC USE ONLY

 4 SOURCE OF FUNDS
 OO

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

 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

 7 SOLE VOTING POWER
 NUMBER OF 7
 SHARES 0

 8 SHARED VOTING POWER
 BENEFICIALLY 8
 OWNED BY 2,480,000*

 9 SOLE DISPOSITIVE POWER
 EACH 9
 REPORTING

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0
PERSON -----
SHARED DISPOSITIVE POWER
WITH 10
0*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,480,000*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
17,000* [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
29.5%

14 TYPE OF REPORTING PERSON
PN

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Kohlberg Offshore Investors IV, L.P. (13-4169836)

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

SOLE VOTING POWER

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	7	
NUMBER OF		
	0	
SHARES		
		SHARED VOTING POWER
BENEFICIALLY	8	
OWNED BY		2,480,000*
EACH		SOLE DISPOSITIVE POWER
REPORTING	9	
		0
PERSON		
		SHARED DISPOSITIVE POWER
WITH	10	
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,480,000*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
17,000* [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
29.5%

14 TYPE OF REPORTING PERSON
PN

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

Kohlberg Partners IV, L.P. (13-4134599)

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
OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
NUMBER OF 7
SHARES 0

8 SHARED VOTING POWER
BENEFICIALLY 8
OWNED BY 2,480,000*

9 SOLE DISPOSITIVE POWER
EACH 9
REPORTING 0

10 SHARED DISPOSITIVE POWER
WITH 10
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,480,000*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
17,000*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
29.5%

14 TYPE OF REPORTING PERSON
PN

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

Kohlberg Management IV, L.L.C (13-4134598)

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

SEC USE ONLY
3

SOURCE OF FUNDS
4
OO

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

CITIZENSHIP OR PLACE OF ORGANIZATION
6
Delaware

SOLE VOTING POWER
7
NUMBER OF 0
SHARES

SHARED VOTING POWER
8
BENEFICIALLY OWNED BY 2,480,000*
EACH

SOLE DISPOSITIVE POWER
9
REPORTING PERSON 0

SHARED DISPOSITIVE POWER
10
WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11
2,480,000*

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
12
17,000*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13
29.5%

TYPE OF REPORTING PERSON

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14

OO

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

James A. Kohlberg

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

SEC USE ONLY
3

SOURCE OF FUNDS
4
OO

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

CITIZENSHIP OR PLACE OF ORGANIZATION
6
United States

NUMBER OF 7 SOLE VOTING POWER
SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY 2,480,000*

EACH 9 SOLE DISPOSITIVE POWER
REPORTING 0
PERSON

WITH 10 SHARED DISPOSITIVE POWER
0

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,480,000*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
17,000* [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
29.5%

14 TYPE OF REPORTING PERSON
IN

* The reporting person expressly disclaims beneficial ownership of any shares other than the shares owned of record, if any, by the reporting person. The filing of this statement shall not be deemed to be an admission that the reporting person is, for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, the beneficial owner of any securities covered by this statement.

This Amendment No. 2 (this "Amendment") amends and supplements the Statement on Schedule 13D, dated March 29, 2001 and filed on April 9, 2001, as amended by the Tender Offer Statement on Schedule TO filed on April 25, 2000 (the "Original Schedule 13D"), relating to the common stock, par value \$1.00 per share (the "Shares"), of Katy Industries, Inc., a Delaware corporation (the "Issuer"). KKTY Holding Company, L.L.C., a Delaware limited liability company ("KKTY Holding Company"), Kohlberg Investors IV, L.P., a Delaware limited partnership ("Investors IV"), Kohlberg TE Investors IV, L.P., a Delaware limited partnership ("TE Investors IV"), Kohlberg Offshore Investors IV, L.P., a Delaware limited partnership ("Offshore Investors IV"), Kohlberg Partners IV, L.P., a Delaware limited partnership ("Partners IV" and, collectively with Investors IV, TE Investors IV and Offshore Investors, "Kohlberg Fund IV"), Kohlberg Management IV, L.L.C., a Delaware limited liability company ("Kohlberg Management IV"), and James A. Kohlberg, a United States citizen ("Mr. Kohlberg" and, together with KKTY Holding Company, Kohlberg Fund IV, Kohlberg Management IV and Mr. Kohlberg, the "Reporting Persons"), are filing this Amendment to update the information in the Original Schedule 13D with respect to the beneficial ownership of the Shares by the Reporting Persons.

Item 4. Purpose of Transaction.

Item 4 of the Original Schedule 13D is hereby amended and supplemented as follows:

"On June 2, 2001, KKTY Holding Company and the Issuer terminated the Recapitalization Agreement by mutual written consent pursuant to a Termination Agreement (the "Termination Agreement"). The execution of the Termination Agreement by KKTY Holding Company and the Issuer also caused the termination of the Offer and the Voting Agreement. The Termination Agreement is attached

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hereto as Exhibit 2.2 and is incorporated herein by reference.

Also on June 2, 2001, KKTY Holding Company and the Issuer entered into a new Preferred Stock Purchase and Recapitalization Agreement (the "New Recapitalization Agreement") pursuant to which KKTY Holding Company has agreed to buy from the Issuer 700,000 Preferred Shares at \$100 per share (the "Amended Preferred Stock Purchase"). The New Recapitalization Agreement is attached hereto as Exhibit 2.3 and is incorporated herein by reference.

KKTY Holding Company may, at its option and subject to the terms described in Annex C to the New Recapitalization Agreement, convert the 700,000 Preferred Shares into 11,666,666 shares of the Issuer's common stock at a ratio of 16.67 shares of common stock per Preferred Share (which, based on the \$100 purchase price for a Preferred Share, is the equivalent of \$6.00 per share of common stock). The 11,666,666 shares of common stock would represent 58.2% of the outstanding shares of the Issuer's common stock calculated on a fully diluted basis (excluding outstanding options) after giving effect to the conversion. KKTY Holding Company will be entitled to receive payment-in-kind dividends (that is, dividends in the form of additional Preferred Shares) at a rate of 15% per annum (compounded annually) for three years and five months following the closing of the Amended Preferred Stock Purchase. During the three year and five month period, KKTY Holding Company will receive an additional 431,555 Preferred Shares.

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Upon the conversion of these additional Preferred Shares, KKTY Holding Company would receive an additional 7,192,598 shares of the Issuer's common stock which, together with the 11,666,666 shares of common stock issuable upon the conversion of the 700,000 Preferred Shares, would represent 69.2% of the outstanding shares of the Issuer's common stock calculated on a fully diluted basis (excluding outstanding options) after giving effect to the conversion.

On June 2, 2001, KKTY Holding Company entered into a new Stock Voting Agreement with the Agreement Stockholders (the "New Voting Agreement"). Under the New Voting Agreement, until the earlier of the closing of the New Preferred Stock Purchase or the termination of the New Voting Agreement, the Agreement Stockholders have agreed to vote 2,480,000 of their Shares in favor of or against certain proposals relating to the New Preferred Stock Purchase and the New Recapitalization Agreement that the Agreement Stockholders may be requested to vote upon at an annual or special meeting of the Issuer's stockholders or in connection with any consent solicitation in accordance with the terms and conditions of the New Voting Agreement. Until the earlier of the conversion by KKTY Holding Company of any Preferred Shares or the termination of the New Voting Agreement, the Agreement Stockholders have also agreed to vote 2,480,000 of their Shares in favor of the election of all directors nominated by the Issuer's board of directors then in office, including, without limitation, each nominee for director designated by KKTY Holding Company. The Reporting Persons have no dispositive power with respect to any of the 2,480,000 Shares subject to the New Voting Agreement. The New Voting Agreement is attached hereto as Exhibit 9.2 and is incorporated herein by reference."

Item 5. Interest in Securities of the Issuer.

Item 5(c) of the Original Schedule 13D is hereby amended and supplemented as follows:

"(c) Except as disclosed in the Original Schedule 13D or in this Amendment, during the past 60 days, none of the Reporting Persons nor, to the best

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knowledge of any of the Reporting Persons, any of the persons set forth on Appendix A, has effected any transactions in the Shares."

Item 7 Material to be Filed as Exhibits.

The following documents are being filed as exhibits to this statement and are incorporated herein by reference:

Exhibit 2.2 Termination Agreement, dated June 2, 2001, by and between KKTU Holding Company, L.L.C. and Katy Industries, Inc. (previously filed as Exhibit (d)(5) to Amendment No. 4 to the Tender Offer Statement on Schedule TO filed by the Reporting Persons and Kohlberg & Co., L.L.C. with the Securities and Exchange Commission on June 4, 2001 and incorporated herein by reference).

Exhibit 2.3 Preferred Stock Purchase and Recapitalization Agreement, dated June 2, 2001, by and between KKTU Holding Company, L.L.C. and Katy

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Industries, Inc. (previously filed as Annex B to the Issuer's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on June 8, 2001 and incorporated herein by reference).

Exhibit 9.2 Stock Voting Agreement, dated June 2, 2001, by and among KKTU Holding Company, L.L.C. and certain members of the Wallace E. Carroll, Jr. family, trusts for the benefit of family members and entities associated with the Carroll family (previously filed as Annex D to the Issuer's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on June 8, 2001 and incorporated herein by reference).

Exhibit 99.1 Joint Filing Agreement, dated April 9, 2001, by and among KKTU Holding Company, L.L.C., Kohlberg Investors IV, L.P., Kohlberg TE Investors IV, L.P., Kohlberg Offshore Investors IV, L.P., Kohlberg Partners IV, L.P., Kohlberg Management IV, L.L.C. and James A. Kohlberg (previously filed as Exhibit 99.1 to the Statement on Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on April 9, 2001 and incorporated herein by reference).

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SIGNATURE

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

Date: June 8, 2001

KKTU HOLDING COMPANY, L.L.C.

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By: /s/ Christopher Lacovara

Christopher Lacovara
Authorized Manager

Date: June 8, 2001

KOHLBERG INVESTORS IV, L.P.

By: Kohlberg Management IV, L.L.C.,
its General Partner

By: /s/ James A. Kohlberg

James A. Kohlberg
Managing Member

Date: June 8, 2001

KOHLBERG TE INVESTORS IV, L.P.

By: Kohlberg Management IV, L.L.C.,
its General Partner

By: /s/ James A. Kohlberg

James A. Kohlberg
Managing Member

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Date: June 8, 2001

KOHLBERG OFFSHORE
INVESTORS IV, L.P.

By: Kohlberg Management IV, L.L.C.,
its General Partner

By: /s/ James A. Kohlberg

James A. Kohlberg
Managing Member

Date: June 8, 2001

KOHLBERG PARTNERS IV, L.P.

By: Kohlberg Management IV, L.L.C.,
its General Partner

By: /s/ James A. Kohlberg

James A. Kohlberg
Managing Member

Date: June 8, 2001

KOHLBERG MANAGEMENT IV, L.L.C.

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By: /s/ James A. Kohlberg

James A. Kohlberg
Managing Member

Date: June 8, 2001

/s/ James A. Kohlberg

James A. Kohlberg

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EXHIBIT INDEX

Exhibit Number -----	Exhibit -----
Exhibit 2.2	Termination Agreement, dated June 2, 2001, by and between KKTY Holding Company, L.L.C. and Katy Industries, Inc. (previously filed as Exhibit (d)(5) to Amendment No. 4 to the Tender Offer Statement on Schedule TO filed by the Reporting Persons and Kohlberg & Co., L.L.C. with the Securities and Exchange Commission on June 4, 2001 and incorporated herein by reference).
Exhibit 2.3	Preferred Stock Purchase and Recapitalization Agreement, dated June 2, 2001, by and between KKTY Holding Company, L.L.C. and Katy Industries, Inc. (previously filed as Annex B to the Issuer's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on June 8, 2001 and incorporated herein by reference).
Exhibit 9.2	Stock Voting Agreement, dated June 2, 2001, by and among KKTY Holding Company, L.L.C. and certain members of the Wallace E. Carroll, Jr. family, trusts for the benefit of family members and entities associated with the Carroll family (previously filed as Annex D to the Issuer's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on June 8, 2001 and incorporated herein by reference).
Exhibit 99.1	Joint Filing Agreement, dated April 9, 2001, by and among KKTY Holding Company, L.L.C., Kohlberg Investors IV, L.P., Kohlberg TE Investors IV, L.P., Kohlberg Offshore Investors IV, L.P., Kohlberg Partners IV, L.P., Kohlberg Management IV, L.L.C. and James A. Kohlberg (previously filed as Exhibit 99.1 to the Statement on Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on April 9, 2001 and incorporated herein by reference).