

Edgar Filing: UROPLASTY INC - Form SC 13G

UROPLASTY INC
Form SC 13G
May 02, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2 (b)

(Amendment No.) (1)

Uroplasty, Inc. (UPST)

(Name of Issuer)

Common Stock

(Title of Class of Securities)

917277204

(CUSIP Number)

April 21, 2005

(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)

(1) 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 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).

CUSIP No. 917277204

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Bonanza Capital, Ltd.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION

Texas
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5. SOLE VOTING POWER

0
6. SHARED VOTING POWER

571,428 (2)
7. SOLE DISPOSITIVE POWER

0
8. SHARED DISPOSITIVE POWER

571,428 (2)
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

571,428 (2)
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.35%
12. TYPE OF REPORTING PERSON*

PN

(2) The reported amount only relates to the Common Stock purchased on April 21, 2005. However, on April 21, 2005 the Reporting Persons also received 285,714 warrants to purchase 285,714 shares of Common Stock of the Issuer. The warrants are exercisable immediately and expire in April, 2010, but they cannot be exercised if such conversion would result in the Reporting Persons owning over 4.9% of the Issuer's outstanding Common Stock (which is subject to waiver by the Reporting Persons, however, such waiver will not be effective until the 61st day after delivery thereof) or 9.9% of the Issuer's outstanding Common Stock. As a result, the Reporting Persons are not deemed to be beneficial owners of the underlying Common Stock with

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respect to the warrants as of the date of filing this Schedule 13G.

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 917277204

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Bonanza Master Fund, Ltd.
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Texas
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5. SOLE VOTING POWER

0
 6. SHARED VOTING POWER

571,428 (2)
 7. SOLE DISPOSITIVE POWER

0
 8. SHARED DISPOSITIVE POWER

571,428 (2)
 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

571,428 (2)
 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.35%
 12. TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 917277204

Item 1(a). Name of Issuer:
Uroplasty, Inc. (UPST)

Item 1(b). Address of Issuer's Principal Executive Offices:
2718 Summer Street NE, Minneapolis, MN 55413-2820

Item 2(a). Name of Person Filing:
Bonanza Capital, Ltd.
Bonanza Master Fund, Ltd.

Item 2(b). Address of Principal Business Office, or if None, Residence:
300 Crescent Court, Suite 1740
Dallas, Texas 75201

Item 2(c). Citizenship:
Bonanza Capital, Ltd. - Texas
Bonanza Master Fund, Ltd. - Cayman Islands

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

Item 2(e). CUSIP Number:
917277204

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:

(a) Broker or dealer registered under Section 15 of the Exchange Act.

(b) Bank as defined in Section 3(