

MICROFINANCIAL INC  
Form SC 13G/A  
February 11, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934  
(Amendment No. 5)\***

**MicroFinancial Incorporated**

(Name of Issuer)

**Common Stock, \$0.01 par value**

(Title of Class of Securities)

**595072109**

(CUSIP Number)

**December 31, 2004**

(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.

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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).

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CUSIP No. 595072109

- |     |  |   |
|-----|--|---|
| 1.  | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)<br>Alexander Fleiss                  |   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)  |   |
|     | (a) <input type="radio"/>  | <input type="radio"/>   |
|     | (b) <input type="radio"/>  | <input type="radio"/>   |
| 3.  | SEC Use Only   |   |
| 4.  | Citizenship or Place of Organization<br>United States of America   |   |
| 5.  | Sole Voting Power<br>661,000   | Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With |
| 6.  | Shared Voting Power<br>690,300   |   |
| 7.  | Sole Dispositive Power<br>661,000  |   |
| 8.  | Shared Dispositive Power<br>NONE   |   |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,351,300  |   |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/><br>CERTAIN SHARES* |   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>10.25%(1)   |   |
| 12. | Type of Reporting Person (See Instructions)<br>OO  |   |

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(1) Based on 13,183,916 shares of MicroFinancial Incorporated's Common Stock outstanding as of the report filed on Form 10-Q on November 15, 2004.

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

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  
United States of America

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power  
NONE.

6. Shared Voting Power  
475,600

7. Sole Dispositive Power  
214,700

8. Shared Dispositive Power  
475,600

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
690,300

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)  
5.24% (2)

12. Type of Reporting Person (See Instructions)  
OO

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(2) Based on 13,183,916 shares of MicroFinancial Incorporated's Common Stock outstanding as of the report filed on Form 10-Q on November 15, 2004.

**Item 1.**

- (a) Name of Issuer  
MicroFinancial Incorporated
- (b) Address of Issuer's Principal Executive Offices  
10 M Commerce Way  
Woburn, MA 01801

**Item 2.**

- (a) Name of Person Filing  
Alexander Fleiss
- (b) Address of Principal Business Office or, if none, Residence  
167 Cherry Lane  
Amherst, MA 01002
- (c) Citizenship  
United States of America
- (d) Title of Class of Securities  
Common Stock, \$0.01 par value
- (e) CUSIP Number  
595072109

**Item 3.**

**If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

This statement is not filed pursuant to Rule 13d-1(b), or 13d-2(b), or 13d-2(c).

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

1,351,300

Of such 1,350,000 share of Common Stock, Alexander Fleiss is the direct beneficial owner of 661,000 shares and indirect beneficial owner of (x) 214,700 shares directly beneficially owned by Karen Fleiss, Alexander Fleiss's mother, with respect to which Alexander Fleiss has sole voting power pursuant to a power of attorney held by Alexander Fleiss with respect to such shares and (j) 475,600 shares directly beneficially owned by KMF Partners, of which Karen Fleiss serves as general partner, pursuant to an agreement by which Alexander Fleiss advises KMF Partners concerning the voting of its shares. KMF Partners is not under any obligation to vote its shares in accordance with the advice of the reporting person.

(b) Percent of class:

10.25%(3)

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

(i) Sole power to vote or to direct the vote

855,700

(ii) Shared power to vote or to direct the vote

475,600

(iii) Sole power to dispose or to direct the disposition of

661,000

(iv) Shared power to dispose or to direct the disposition of

NONE

**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 .

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

Alexander Fleiss is the beneficial owner of 214,700 shares of Common Stock directly beneficially owned by Karen Fleiss, Alexander Fleiss's mother, with respect to which the Alexander Fleiss has sole voting power pursuant to a power of attorney held by Alexander Fleiss with respect to such shares, and 475,600 shares directly beneficially owned by KMF Partners, of which Karen Fleiss serves as general partner, pursuant to an agreement by which Alexander Fleiss advises KMF Partners concerning the voting of its shares. KMF Partners is not under any obligation to vote its shares in accordance with the advice of the reporting person. Ms. Fleiss and KMF Partners have the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of, their respective shares.

**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.

**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 acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of

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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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(3) Based on the 13,183,916 shares of MicroFinancial Incorporated's Common Stock outstanding as of the report filed on Form 10-Q on August 13, 2004.

**Item 1.**

- (a) Name of Issuer  
MicroFinancial Incorporated
- (b) Address of Issuer's Principal Executive Offices  
10 M Commerce Way  
Woburn, MA 01801

**Item 2.**

- (a) Name of Person Filing  
Karen Fleiss
- (b) Address of Principal Business Office or, if none, Residence  
167 Cherry Lane  
Amherst, MA 01002
- (c) Citizenship  
United States of America
- (d) Title of Class of Securities  
Common Stock, \$0.01 par value
- (e) CUSIP Number  
595072109

**Item 3.**

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
  - (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
  - (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- This statement is not filed pursuant to Rule 13d-1(b), or 13d-2(b), or 13d-2(c).

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
  
690,300
- (b) Percent of class:  
  
5.24%(4)
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote
  - (ii) NONE.  
Shared power to vote or to direct the vote
  - (iii) 475,600  
Sole power to dispose or to direct the disposition of
  - (iv) 214,700  
Shared power to dispose or to direct the disposition of  
  
475,600

**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 .

**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.

**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 acquired and are held in the ordinary course of business and 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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(4) Based on the 13,183,916 shares of MicroFinancial Incorporated's Common Stock outstanding as of the report filed on Form 10-Q on August 13, 2004.

## 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.

By: /s/ Alexander Fleiss  
Name: Alexander Fleiss

By: /s/ Karen Fleiss  
Name: Karen Fleiss