

BIRKS & MAYORS INC.
Form SC 13G
February 16, 2006

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Birks & Mayors Inc.

(Name of Issuer)

Class A Voting Shares

(Title of Class of Securities)

090881103

(CUSIP Number)

December 31, 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)

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☐ 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 (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).

Cusip No. 090881103

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

DR. LORENZO ROSSI DI MONTELERA

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ x(b) ☐ ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

ITALIAN

5 SOLE VOTING POWER

NUMBER OF

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

7,722,970

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

8 SHARED DISPOSITIVE POWER

WITH

7,722,970

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,722,970

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

68.9%

12 TYPE OF REPORTING PERSON

IN

2

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

REGALUXE INVESTMENTS SARL

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ x(b) ☐ ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

LUXEMBOURG5 ☐ SOLE VOTING POWER

NUMBER OF

SHARES

6 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY

6,118,384

EACH

7 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON

8 ☐ SHARED DISPOSITIVE POWER

WITH

6,118,384

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,118,384

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

63.7%

12 TYPE OF REPORTING PERSON

CO

3

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

MONTROLUX SA

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ x(b) ☐ ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

LUXEMBOURG5 ☐ SOLE VOTING POWER

NUMBER OF

SHARES

6 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY

1,599,586

EACH

7 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON

8 ☐ SHARED DISPOSITIVE POWER

WITH

1,599,586

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,599,586

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

31.4%

12 TYPE OF REPORTING PERSON

CO

4

Item 1. (a) Name of Issuer:

Birks & Mayors Inc.

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

1240 Square Phillips Montreal, Quebec, H3B 3H4 Canada

Item 2. (a) Name of Person Filing:

This statement is being jointly filed by the following persons (collectively, the Reporting Persons):

1. Dr. Lorenzo Rossi di Montelera (Dr. Rossi), an individual;
2. Regaluxe Investments Sarl (Regaluxe), a corporation incorporated under the laws of Luxembourg;
and
3. Montrolux SA (Montrolux), a corporation incorporated under the laws of Luxembourg.

Item 2 (b) Address of Principal Business Office:

The addresses of the Reporting Persons are as follows:

1. Dr. Rossi's business address is c/o Regaluxe Investments Sarl, 26, rue Louvigny, L-1946 Luxembourg;
2. Regaluxe's principal business address and principal office is 26, rue Louvigny, L-1946 Luxembourg;
and
3. Montrolux's principal business address and principal office is 1, Blvd Prince Henry, Luxembourg.

Item 2 (c) Citizenship:

Dr. Rossi is a citizen of Italy.

Item 2 (d) Title of Class of Securities:

Class A Voting Shares

Item 2 (e) CUSIP Number:

090881103

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 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) .. An 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).

Item 4. Ownership.

Based on the most recent information available, the aggregate number and percentage of the Class A Voting Shares (the "Shares") of Birks & Mayors Inc. ("Birks") that are beneficially owned by each of the Reporting Persons is set forth in boxes 9 and 11 of the second part of the cover page to this Schedule 13G, and such information is incorporated herein by reference. The Shares beneficially owned by the Reporting Persons represent (i) options to purchase 5,000 Shares directly owned by Dr. Rossi, (ii) 6,118,384 Birks Class B Multiple Voting Shares convertible into 6,118,384 Shares directly owned by Regaluxe and (iii) 1,599,586 Birks Class B Multiple Voting Shares convertible into 1,599,586 Shares directly owned by Montrolux.

The number of Shares as to which each of the Reporting Persons has sole voting power, shared voting power, sole dispositive power and shared dispositive power is set forth in boxes 5, 6, 7 and 8, respectively, on the second part of the cover page to this Schedule 13G, and such information is incorporated herein by reference.

Shares reported as beneficially owned include Shares issuable upon conversion of Class B Multiple Voting Shares of Birks.

Neither the filing of this Schedule 13G nor the information contained herein shall be deemed to constitute an affirmation by Dr. Rossi, Regaluxe or Montrolux that such person is the beneficial owner of the Shares referred to herein for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable

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.

See attached Exhibit No. 1.

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

Not applicable

SIGNATURE

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

Dated: February 16, 2006

Lorenzo Rossi di Montelera

/s/ Marc Weinstein

By: Marc Weinstein (Power of Attorney)

SIGNATURE

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

Dated: February 16, 2006

Regaluxe Investments Sarl

By: /s/ Gerald Berclaz

Name: Gerald Berclaz

Title: Director

SIGNATURE

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

Dated: February 16, 2006

Montrolux SA

By: /s/ Gerald Berclaz

Name: Gerald Berclaz

Title: Managing Director

Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|--|
| 1 | Members of filing group. |
| 2 | Joint Filing Agreement dated as of February 16, 2006 among Lorenzo Rossi di Montelera, Regaluxe Investments Sarl and Montrolux SA. |
| 3 | Power of Attorney |