

GLOBAL SOURCES LTD /BERMUDA
Form SC 13D/A
August 07, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(Amendment No.9)

Under the Securities Exchange Act of 1934

Global Sources Ltd.

(Name of Issuer)

Common Shares, Par Value \$0.01 per share

(Title of Class of Securities)

G 39300 101

(CUSIP Number)

Merle A. Hinrichs

c/o Global Sources Ltd.

Canon s Court

22 Victoria Street

Hamilton, HM 12

Bermuda

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

August 7, 2015

(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box " ☐ .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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. G 39300 101

(1) Name of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Merle A. Hinrichs

(2) Check the appropriate box if a member of a group (see instructions)

(a) ☐ (b) ☒

(3) SEC use only

(4) Source of funds

N/A

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

(6) Citizenship or place of organization

Saint Kitts and Nevis

Number of (7) Sole voting power

shares

beneficially 12,186,103

(8) Shared voting power

owned by

each

1,291,742

reporting (9) Sole dispositive power

party

with

12,186,103

(10) Shared dispositive power

1,291,742

(11) Aggregate amount beneficially owned by each reporting person

13,477,845

(12) Check if the aggregate amount in Row (11) excludes certain shares "

(13) Percent of class represented by amount in Row (11)

57.12% (based on 23,597,224 Common Shares outstanding on July 31, 2015)

(14) Type of reporting person

IN, HC

Item 1. Security and Issuer.

Item 1 of the Schedule 13D is hereby amended and restated in its entirety as follows:

Common Shares, \$0.01 par value (the Common Shares), of Global Sources Ltd. (the Issuer), a Bermuda corporation whose principal executive offices are located at Canon s Court, 22 Victoria Street, Hamilton HM 12, Bermuda.

This Amendment No. 9 amends the Schedule 13D filed on December 8, 2003 (as amended by Amendment No. 1 filed on November 18, 2008 (Amendment No. 1), Amendment No. 2 filed on January 13, 2009 (Amendment No. 2), Amendment No. 3 filed on January 22, 2009 (Amendment No. 3), Amendment No. 4 filed on August 16, 2010 (Amendment No. 4), Amendment No. 5 filed on October 15, 2010 (Amendment No. 5), Amendment No. 6 filed on December 23, 2011 (Amendment No. 6), Amendment No. 7 filed on November 22, 2013 (Amendment No. 7) and Amendment No. 8 filed on June 20, 2014 (Amendment No. 8), the Schedule 13D).

Item 2 Identity and Background.

- (a) This Schedule 13D is being filed on behalf of Merle A. Hinrichs (the Reporting Party).
- (b) The business address of the Reporting Party is Canon s Court, 22 Victoria Street, Hamilton, HM 12 Bermuda.
- (c) The Reporting Party serves as the executive chairman of the Issuer and is a co-founder of its business.
- (d) The Reporting Party also serves as the chairman of the council of members (the decision-making body) and was the founder and the initial settlor of the Hinrich Foundation, a charitable foundation.
- (e) The Reporting Party has not been, during the last five years, (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, and, as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) The Reporting Party is a citizen of Saint Kitts and Nevis.

Item 5. Interest in Securities of Issuer.

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

- (a) The Reporting Party is (based on 23,597,224 Common Shares outstanding on July 31, 2015):

- (i)

the beneficial owner of 12,186,103 Common Shares, representing 51.64% of the outstanding Common Shares, and

- (ii) may be deemed to be the beneficial owner of 1,291,742 Common Shares, representing 5.47% of the outstanding Common Shares.

Prior to the transfer described in clause (c) below, the Reporting Party's beneficial ownership increased from the amount disclosed in Amendment No. 8 by 36,128 Common Shares from 13,826,510 Common Shares to 13,862,638 Common Shares due to the vesting of such Common Shares to the Reporting Party on February 6, 2015 and February 25, 2015 under the Issuer's equity compensation plans.

(b) The Reporting Party:

- (i) has the sole power to vote and dispose 12,186,103 Common Shares beneficially owned by him,
- (ii) may be deemed to have shared power with his wife, Miriam Hinrich, to vote or direct to vote and dispose 288,254 Common Shares held by her, and
- (iii) may be deemed to have shared power with Hinrich Investments Limited to vote or direct to vote and dispose 1,003,488 Common Shares held by it. The Reporting Party may be deemed to be the beneficial owner of these 1,003,488 Common Shares because Hinrich Investments Limited, the record owner of these shares, is owned by a nominee company in trust for the Hinrich Foundation, of which the Reporting Party serves as the chairman of the council of members (the decision-making body), and was the founder and the initial settlor.

The Reporting Party disclaims beneficial ownership in the shares of the Issuer's Common Shares held by Hinrich Investments Limited other than through his capacity as the chairman of the council of members of the Hinrich Foundation.

(c) On June 26, 2015, the Issuer filed a Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934 to purchase for cash up to 6,666,666 of its issued and outstanding Common Shares at a price of \$7.50 per share (the "Tender Offer").

On July 14, 2015, under the terms of the Tender Offer the Reporting Party tendered 750,000 Common Shares, of which the Issuer accepted 384,793 Common Shares.

(d) N/A.

(e) N/A.

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: August 7, 2015

/s/ Merle A. Hinrichs
Merle A. Hinrichs

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing persons, evidence of the representative's authority to sign on behalf of such persons shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)