OM GROUP INC
Form 3
December 09, 2002
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FORM 3	OMB APPROVAL
	OMB Number: 3235-0104
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U.S.SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

Ardsley Advisory Partners

(Last) (First) (Middle)

262 Harbor Drive

(Street)

Stamford CT 06902

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

12/04/02

3. IRS Identification Number of Reporting Person, if an entity (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

OM Group, Inc. (OMG)

5. Relationship of Reporting Person to Issuer (Check all applicable)

[ ] Director
[X] 10% Owner
[ ] Officer (give title Below)
[ ] Other (Specify below)(1)

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6. If Amendment, Date of Original (Month/Day/Year)

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7. Individual or Joint/Group Filing (Check applicable line)

[ ] Form filed by One Reporting Person
[X] Form filed by More than One Reporting Person

Table I--Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr.4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownershi (Instr. 4)
OM Group, Inc. Common Stock, $0.01 par value per share ("Common Stock")	2,850,000	I(1)	(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. (Over)

(Print or Type Responses)

FORM 3 (continued)

Table II--Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options,

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date Month/Day/Year		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. O o S ((
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Explanation of Responses:

(1) The shares of Common Stock to which this note relates are held directly by Ardsley Offshore Fund Ltd., a British Virgin Islands corporation ("Ardsley Offshore"), as to 775,000 shares; Ardsley Partners Fund II, L.P., a Delaware limited partnership ("Ardsley Fund II"), as to 725,000 shares; Ardsley Partners Fund I, L.P., a Delaware limited partnership ("Ardsley Fund I"), as to 425,000 shares; Ardsley Partners Institutional Fund, L.P., a Delaware limited partnership, ("Ardsley Institutional"), as to 450,000 shares; and Augusta Partners L.P. a Delaware limited partnership ("Augusta"), as to 475,000 shares. Ardsley Advisory Partners serves as investment manager to, and has investment discretion over the securities held by Ardsley Offshore. Ardsley Advisory Partners also serves a non-managing member of Augusta Management L.L.C., the investment advisor to Augusta and has investment discretion over the securities held by Augusta. Ardsley Partners I serves as the general partner of, and has investment discretion over the securities held by Ardsley Fund II, Ardsley Fund I and Ardsley Institutional. Ardsley Partners I also serves as the general partner of Ardsley Advisory Partners. Philip J. Hempelman, is the managing partner of Ardsley Advisory Partners and the general partner of Ardsley Partners I. Ardsley Advisory Partners, Ardsley Partners I and Philip J. Hempelman each disclaim any beneficial ownership of any of the Issuer's securities to which this Form 3 relates for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, except as to such securities representing in which each such person may be deemed to have an indirect pecuniary interest pursuant to Rule 16a-1(a)(2).

*If the Form is filed by more than one Reporting Person, see instruction 5(b)(v).
**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

ARDSLEY ADVISORY PARTNERS

/s/ Philip J. Hempelman, 12/09/02

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Name: Philip J. Hempelman Date
Title: Managing Partner
**Signature of Reporting Person

Note: File three copies of this form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

(Print or Type Responses)

Joint Filer Information

Name: Ardsley Offshore Fund Ltd.
Address: Romasaco Place, Wickhams Cay 1, Roadtown Tortola,
British Virgin Islands
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)
Date of Event Requiring Statement: 12/04/02

Signature: Ardsley Offshore Fund, Ltd.

By: Neil Glass, its Vice President and Administrative Manager
By: /s/ Neil Glass

Name: Neil Glass
Title: Vice President and Administrative Manager

Name: Ardsley Partners Fund II, L.P.
Address: 262 Harbor Drive, Stamford, Connecticut 06902
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)
Date of Event Requiring Statement: 12/04/02

Signature: Ardsley Partners Fund II, L.P.

By: Ardsley Partners I, its general partner
By: /s/ Philip J. Hempelman

Name: Philip J. Hempelman
Title: Managing Partner

Name: Ardsley Partners Fund I, L.P.
Address: 262 Harbor Drive, Stamford, Connecticut 06902
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)
Date of Event Requiring Statement: 12/04/02

Signature: Ardsley Partners Fund I, L.P.

By: Ardsley Partners I, its general partner
By: /s/ Philip J. Hempelman

Name: Philip J. Hempelman
Title: Managing Partner

Name: Ardsley Partners Institutional Fund, L.P.
Address: 262 Harbor Drive, Stamford, Connecticut 06902
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)

Date of Event Requiring Statement: 12/04/02

Signature: Ardsley Partners Institutional Fund, L.P.

By: Ardsley Partners I, its general partner
By: /s/ Philip J. Hempelman

Name: Philip J. Hempelman
Title: Managing Partner

Name: Augusta Partners L.P.
Address: 622 Third Avenue, New York, New York 10017
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)
Date of Event Requiring Statement: 12/04/02

Signature: Augusta Partners L.P.

By: Howard Singer, its general partner
By: /s/ Howard Singer

Name: Howard Singer
Title: General Partner

Name: Ardsley Partners I
Address: 262 Harbor Drive, Stamford, Connecticut 06902
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)
Date of Event Requiring Statement: 12/04/02

Signature: Ardsley Partners I

By: /s/ Philip J. Hempelman

Name: Philip J. Hempelman
Title: Managing Partner

Name: Philip J. Hempelman
Address: c/o Ardsley Advisory Partners 262 Harbor Drive, Stamford, Connecticut 06902
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)
Date of Event Requiring Statement: 12/04/02

Signature: /s/ Philip J. Hempelman

Name: Philip J. Hempelman