

Edgar Filing: MILLER JEFFREY A - Form SC 13G

MILLER JEFFREY A
Form SC 13G
January 23, 2006

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 13d-2(b)
(Amendment No. ___) (1)

Central Federal Corporation

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

15346Q103

(CUSIP NUMBER)

January 11, 2006

(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)
/X/ 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 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 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).

Edgar Filing: MILLER JEFFREY A - Form SC 13G

NAME OF REPORTING PERSONS: Jeffrey A. Miller
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) 0
(b)

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION United States of America

NUMBER OF SOLE VOTING POWER 0
SHARES
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER 260,000

SOLE DISPOSITIVE POWER 0

SHARED DISPOSITIVE POWER 260,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 260,000

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.1%

TYPE OF REPORTING PERSON* IN

*SEE INSTRUCTION BEFORE FILLING OUT!

Edgar Filing: MILLER JEFFREY A - Form SC 13G

NAME OF REPORTING PERSONS: Eric D. Jacobs
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) 0
(b)

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER 0

SHARED VOTING POWER 260,000

SOLE DISPOSITIVE POWER 0

SHARED DISPOSITIVE POWER 260,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 260,000

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.1%

TYPE OF REPORTING PERSON* IN

*SEE INSTRUCTION BEFORE FILLING OUT!

-3-

NAME OF REPORTING PERSONS: Miller & Jacobs Capital, L.L.C.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) 13-3920489

Edgar Filing: MILLER JEFFREY A - Form SC 13G

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) 0
(b)

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Virgin Islands

NUMBER OF SOLE VOTING POWER 0
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER 260,000

SOLE DISPOSITIVE POWER 0

SHARED DISPOSITIVE POWER 260,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 260,000

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.1%

TYPE OF REPORTING PERSON* CO

*SEE INSTRUCTION BEFORE FILLING OUT

-4-

NAME OF REPORTING PERSONS: Acadia Master Fund I, Ltd.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) 0
(b)

Edgar Filing: MILLER JEFFREY A - Form SC 13G

SEC USE ONLY		

CITIZENSHIP OR PLACE OF ORGANIZATION	Cayman Islands	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER	0

	SHARED VOTING POWER	237,846

	SOLE DISPOSITIVE POWER	0

	SHARED DISPOSITIVE POWER	237,846

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		237,846

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		5.6%

TYPE OF REPORTING PERSON*		CO

*SEE INSTRUCTION BEFORE FILLING OUT!

-5-

Item 1(a). Name of Issuer:

 Central Federal Corporation

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

 2923 Smith Road
 Fairlawn, Ohio 44333

Item 2(a). Name of Persons Filing:

 Jeffrey A. Miller
 Eric D. Jacobs

Edgar Filing: MILLER JEFFREY A - Form SC 13G

Miller & Jacobs Capital, L.L.C.
Acadia Master Fund I, Ltd.
(collectively, the "Reporting Persons")

Item 2(b). Address of Principal Business Office or, if None, Residence:

The principal business address of Jeffrey A. Miller, Eric D. Jacobs, and Miller & Jacobs Capital, L.L.C. is:

P.O. Box 26039 Gallows Bay Station
Christiansted, St. Croix, USVI 00824

The principal business address of Acadia Master Fund I, Ltd. is:

c/o Butterfield Fund Services (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Hamilton HM 08
Bermuda

Item 2(c). Citizenship:

Jeffrey A. Miller: United States of America
Eric D. Jacobs: United States of America
Miller & Jacobs Capital, L.L.C. is organized in the U.S. Virgin Islands
Acadia Master Fund I, Ltd. is organized in the Cayman Islands

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

Common Stock, par value \$.01 per share

-6-

Item 2(e). CUSIP Number:

15346Q103

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:

Not Applicable

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) Insurance Company as defined in Section 3(a)(19) of the Exchange Act;
- (d) Investment Company registered under Section 8 of the Investment Company Exchange Act;
- (e) Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

Edgar Filing: MILLER JEFFREY A - Form SC 13G

- (f) Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) Parent Holding Company or Control Person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) Saving Association as defined in Section 3(b) of The Federal Deposit Insurance Act;
- (i) Church Plan that is excluded from the definition of an Investment Company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4.

Ownership.

A. Jeffrey A. Miller

- (a) Amount beneficially owned: 260,000
- (b) Percent of Class: 6.1%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 260,000
 - (iii) Sole power to dispose or direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 260,000

B. Eric D. Jacobs

- (a) Amount beneficially owned: 260,000
- (b) Percent of Class: 6.1%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 260,000
 - (iii) Sole power to dispose or direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 260,000

C. Miller & Jacobs Capital, L.L.C.

- (a) Amount beneficially owned: 260,000
- (b) Percent of Class: 6.1%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 260,000

Edgar Filing: MILLER JEFFREY A - Form SC 13G

(iii) Sole power to dispose or direct the disposition of:	0
(iv) Shared power to dispose or to direct the disposition of:	260,000

D. Acadia Master Fund I, Ltd.

(a) Amount beneficially owned:	237,846
(b) Percent of Class:	5.6%
(c) Number of shares as to which such person has:	
(i) Sole power to vote or direct the vote:	0
(ii) Shared power to vote or to direct the vote:	237,846
(iii) Sole power to dispose or direct the disposition of:	0
(iv) Shared power to dispose or to direct the disposition of:	237,846

As calculated in accordance with Rule 13d-3 of the Securities Exchange Act of 1934, as amended, Jeffrey A. Miller, Eric D. Jacobs and Miller & Jacobs Capital, L.L.C. beneficially own 260,000 shares of the Issuer's Common Stock, representing 6.1% of the Common Stock, and Acadia Master Fund I, Ltd. beneficially owns 237,846 shares of the Issuer's Common Stock, representing 5.6% of the Common Stock. Mr. Miller and Mr. Jacobs do not directly own any shares of Common Stock, but they do indirectly own 260,000 shares of Common Stock in their capacity as the sole managers and members of Miller & Jacobs Capital, L.L.C., a U.S. Virgin Islands limited liability company, which in turn (a) serves as the investment manager for Acadia Master Fund I, Ltd., a Cayman Islands exempted company ("Acadia Ltd."), (b) serves as the investment manager for Acadia Master Fund II, Ltd., a Cayman Islands exempted company ("Acadia II Ltd."), (c) serves as a sub-

-8-

advisor with discretionary investment advisory authority for Acadia Life International, Ltd., a Bermuda corporation ("Life"), and (d) serves as a sub-advisor with discretionary investment advisory authority for CT Explorer - Miller & Jacobs, a separately managed account ("CT Explorer").

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.

Each of Acadia Ltd., Acadia II Ltd., Life and CT Explorer have the right to receive dividends and the proceeds from the sale of the shares of Common Stock held by such person.

Item 7. Identification and Classification of the Subsidiary Which

Edgar Filing: MILLER JEFFREY A - Form SC 13G

Acquired the Security Being Reported on by the Parent Holding Company.

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 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.

-9-

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.

Dated: January 19, 2006

/s/ Jeffrey A. Miller

Jeffrey A. Miller

/s/ Eric D. Jacobs

Eric D. Jacobs

MILLER & JACOBS CAPITAL, L.L.C.

By: /s/ Jeffrey A. Miller

Name: Jeffrey A. Miller
Title: Managing Member

ACADIA MASTER FUND I, LTD.

Edgar Filing: MILLER JEFFREY A - Form SC 13G

By: /s/ Peter D. Anderson

Name: Peter D. Anderson

Title: Director

EXHIBIT INDEX

Exhibits

-
1. Joint Filing Agreement, dated January 19, 2006, among Jeffrey A. Miller, Eric D. Jacobs, Miller & Jacobs Capital, L.L.C., and Acadia Master Fund I, Ltd.

-10-

EXHIBIT 1

JOINT FILING AGREEMENT

The undersigned hereby agree that this Statement on Schedule 13G with respect to the beneficial ownership of shares of Common Stock of Central Federal Corporation is filed jointly on behalf of each of them.

Dated: January 19, 2006

/s/ Jeffrey A. Miller

Jeffrey A. Miller

/s/ Eric D. Jacobs

Eric D. Jacobs

MILLER & JACOBS CAPITAL, L.L.C.

By: /s/ Jeffrey A. Miller

Name: Jeffrey A. Miller

Edgar Filing: MILLER JEFFREY A - Form SC 13G

Title: Managing Member

ACADIA MASTER FUND I, LTD.

By: /s/ Peter D. Anderson

Name: Peter D. Anderson

Title: Director

-11-