

SIMPLETECH INC
Form SC 13G/A
February 14, 2005

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

SimpleTech, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

828820 10 0

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

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Check the following box to designate the rule pursuant to which the 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 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).

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Mike Moshayedi

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

5 SOLE VOTING POWER

NUMBER OF 52,000 (1)

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 7,790,996 (2)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 52,000 (1)

WITH 8 SHARED DISPOSITIVE POWER

7,790,996 (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,842,996 (1)(2)

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

x

See note 2 below.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

16.5%*

12 TYPE OF REPORTING PERSON (*See Instructions*)

IN

Page 2 of 8 pages

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Parto Moshayedi

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

5 SOLE VOTING POWER

NUMBER OF 9,000

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 7,790,996 (3)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 9,000

WITH 8 SHARED DISPOSITIVE POWER

7,790,996 (3)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,799,996 (3)

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

x

See note 3 below.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

16.4 %*

12 TYPE OF REPORTING PERSON (*See Instructions*)

IN

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

M. and P. Moshayedi Revocable Trust, dated 12/30/96

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

5 SOLE VOTING POWER

NUMBER OF 7,790,996

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 7,790,996

WITH 8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,790,996

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

Not Applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

16.4%*

12 TYPE OF REPORTING PERSON (*See Instructions*)

OO

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Item 1 (a) Name of Issuer:

SimpleTech, Inc.

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

3001 Daimler Street

Santa Ana, California 92705-5812

Item 2 (a) Name of Person Filing:

Mike Moshayedi

Parto Moshayedi

M. and P. Moshayedi Revocable Trust, dated 12/30/96

Item 2 (b) Address of Principal Business Offices or, if none, Residence:

3001 Daimler Street

Santa Ana, California 92705-5812

Item 2 (c) Citizenship

Mike Moshayedi United States

Parto Moshayedi United States

M. and P. Moshayedi Revocable Trust, dated 12/30/96 California

Item 2 (d) Title of Class of Securities:

Common Stock, \$0.001 par value per share

Item 2 (e) CUSIP Number:

828820 10 0

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b), check whether the person filing is a:

Not Applicable.

Item 4. Ownership.

(a) Amount Beneficially Owned:

Mike Moshayedi (1)(2) 7,842,996
 Parto Moshayedi (3) 7,799,996
 M. and P. Moshayedi Revocable Trust, dated 12/30/96 7,790,996

(b) Percent of Class: %

Mike Moshayedi (1)(2) 16.5%*
 Parto Moshayedi (3) 16.4%*
 M. and P. Moshayedi Revocable Trust, dated 12/30/96 16.4%*

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

(i) sole power to vote or to direct the vote:

Mike Moshayedi (1) 52,000
 Parto Moshayedi 9,000
 M. and P. Moshayedi Revocable Trust, dated 12/30/96 7,790,996

(ii) shared power to vote or to direct the vote:

Mike Moshayedi (2) 7,790,996
 Parto Moshayedi (3) 7,790,996
 M. and P. Moshayedi Revocable Trust, dated 12/30/96 0

(iii) sole power to dispose or to direct the disposition of:

Mike Moshayedi (1) 52,000
 Parto Moshayedi 9,000
 M. and P. Moshayedi Revocable Trust, dated 12/30/96 7,790,996

(iv) shared power to dispose or to direct the disposition of:

Mike Moshayedi (2) 7,790,996
 Parto Moshayedi (3) 7,790,996
 M. and P. Moshayedi Revocable Trust, dated 12/30/96 0

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.

Manouch Moshayedi, the M. and S. Moshayedi Revocable Trust, dated 11/16/95, Mark Moshayedi, Semira Moshayedi, the M. and S. Moshayedi Revocable Trust, dated 9/25/98, and each of the Reporting Persons (collectively, the Shareholders) have a non-binding understanding that at any shareholders meeting of SimpleTech, Inc. (the Issuer) where action is to be taken with respect to the election of directors, each Shareholder agrees to cause the shares of the Issuer s common stock such Shareholder beneficially owns to be voted in favor of the election of Manouch Moshayedi, Mike Moshayedi and Mark Moshayedi as directors of the Issuer. Manouch Moshayedi, Mike Moshayedi and Mark

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Moshayedi are family members and each currently serves as executive officers and directors of the Issuer. Based on the non-binding understanding described above, the Reporting Persons may be deemed to be members of a group within the meaning of Rule 13d-5(b)(1) of the Act. As the Shareholders collectively own or control approximately 58.0%* of the Issuer's outstanding common stock as of December 31, 2004, the Issuer is considered a controlled company within the meaning of NASDAQ Rule 4350(c)(5). None of the Reporting Persons have the power to vote, to direct the voting of, to dispose, or to direct the disposition of the shares of common stock beneficially owned or controlled by the other Shareholders and each of the Reporting Persons hereby disclaims beneficial ownership for purposes of Section 13(d) or 13(g) of the Act of the shares of common stock beneficially held or controlled by the other Shareholders.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable.

- * Calculated based on 47,450,722 shares of the Issuer's common stock outstanding as of December 31, 2004. Pursuant to Rule 13d-3 promulgated under the Act, certain securities convertible into, or exchangeable for, shares of common stock, may be deemed to be shares of common stock for purposes of determining beneficial ownership. Pursuant to Rule 13d-3 promulgated under the Act, beneficial ownership means the sole or shared power to vote or direct the voting or to dispose or direct the disposition of any security. A person is deemed as of any date to have beneficial ownership of any security that such person has a right to acquire within 60 days after such date. For purposes of calculating the ownership percentage of the Reporting Persons, any securities that any person other than such Reporting Person has the right to acquire within 60 days of such date are not deemed to be outstanding.
- (1) Includes 50,000 shares of common stock subject to options, all of which are exercisable as of December 31, 2004 or will become exercisable within 60 days of such date.
 - (2) Included in the number of shares Mike Moshayedi beneficially owns are 7,790,996 shares held by Mike Moshayedi & Parto Moshayedi, as trustees for the M. and P. Moshayedi Revocable Trust, dated 12/30/96 for the benefit of Mike Moshayedi's family. Does not include 9,000 shares held by Mike Moshayedi's spouse. Mike Moshayedi has shared voting and dispositive power with respect to the shares held by the M. and P. Moshayedi Revocable Trust. Mike Moshayedi has no power to vote or direct the vote or dispose or direct the disposition of any shares of common stock held by his spouse. Mike Moshayedi disclaims beneficial ownership, except to the extent of his pecuniary interest therein, if any, of the shares held by the M. and P. Moshayedi Revocable Trust and his spouse and the filing of this Schedule 13G/A shall not be construed as an admission that Mike Moshayedi is, for purposes of Section 13(d) or 13(g) of the Act the beneficial owner of such shares.
 - (3) Included in the number of shares Parto Moshayedi beneficially owns are 7,790,996 shares held by Mike Moshayedi & Parto Moshayedi, as trustees for the M. and P. Moshayedi Revocable Trust, dated 12/30/96 for the benefit of Mike and Parto Moshayedi's family. Does not include 52,000 shares held by Parto Moshayedi's spouse, of which 50,000 shares are subject to options, all of which are exercisable as of December 31, 2004 or will become exercisable within 60 days of such date. Parto Moshayedi has shared voting and dispositive power with respect to the shares held by the M. and P. Moshayedi Revocable Trust. Parto Moshayedi has no power to vote or direct the vote or dispose or direct the disposition of any shares of common stock held by her spouse. Parto Moshayedi disclaims beneficial ownership, except to the extent of her pecuniary interest therein, if any, of the shares held by the M. and P. Moshayedi Revocable Trust and her spouse and the filing of this Schedule 13G/A shall not be construed as an admission that Parto Moshayedi is, for purposes of Section 13(d) or 13(g) of the Act the beneficial owner of such shares.

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.

February 11, 2005
Date:

/s/ Mike Moshayedi

Mike Moshayedi

/s/ Parto Moshayedi

Parto Moshayedi

M. AND P. MOSHAYEDI REVOCABLE TRUST,

DATED 12/30/96

/s/ Mike Moshayedi

Mike Moshayedi, Co-Trustee

/s/ Parto Moshayedi

Parto Moshayedi, Co-Trustee

EXHIBIT A

AGREEMENT FOR JOINT FILING OF SCHEDULE 13G/A

The undersigned and each other person executing this joint filing agreement (the Agreement) agree as follows:

(1) The undersigned and each other person executing this Agreement are individually eligible to use the Schedule 13G/A to which this Exhibit is attached and such Schedule 13G/A is filed on behalf of the undersigned and each other person executing this Agreement; and

(2) The undersigned and each other person executing this Agreement are responsible for the timely filing of such Schedule 13G/A and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of the undersigned or any other person executing this Agreement is responsible for the completeness or accuracy of the information statement concerning any other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all of which, taken together, shall constitute one and the same instrument.

Date: February 11, 2005

Signature: /s/ Mike Moshayedi

Name: Mike Moshayedi

Signature: /s/ Parto Moshayedi

Name: Parto Moshayedi

M. AND P. MOSHAYEDI REVOCABLE TRUST, DATED 12/30/96

Signature: /s/ Mike Moshayedi

Name: Mike Moshayedi

Title: Co-Trustee

Signature: /s/ Parto Moshayedi

Name: Parto Moshayedi

Title: Co-Trustee