

Edgar Filing: HEARUSA INC - Form SC 13D/A

HEARUSA INC  
Form SC 13D/A  
July 22, 2002

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

SCHEDULE 13D/A  
Under the Securities Exchange Act of 1934

(Amendment No. 1)

Hear USA Inc.

-----  
(Name of Issuer)

Common Shares

-----  
(Title of Class of Securities)

4223601

-----  
(CUSIP Number)

Pierre Bourgie, 1980 Rene-Levesque Blvd West, Montreal, Quebec, Canada, H3H 1R6

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

July 11, 2002

-----  
(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 rule 240.13d-1(e), 240.13d-1(f), or 240.13d-1(g), check the following box ( )

1. Names of Reporting Persons

Montreal Partners - Limited Partnership

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

3. SEC Use Only

4. Source of Funds WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) ( )

6. Citizenship or Place of Organization

1980 Rene-Levesque Blvd West, Montreal, Quebec, Canada, H3H 1R6

7. Sole Voting Power 1 591 650

8. Shared Voting Power 0

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9. Sole Dispositive Power 1 591 650
10. Shared Dispositive Power 0
11. Aggregate Amount Beneficially Owned by Each Reporting Person 1 591 650
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares ( )
13. Percent of Class Represented by Amount in Row (11) 5,8%
14. Type of Reporting Person PN

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 Montreal Partners - LP hereby amends Schedule 13D filed with the SEC on July 19, 2002 to include the signature that was inadvertently omitted.

Item 1. Security and Issuer

This Form 13D relates to common shares of Hear USA Inc., headquartered at 1250 North Point Parkway, West Palm Beach, Florida 33408.

Item 2. Identity and Background

|                          |  |
|--------------------------|--|
| (a) Name                 | Montreal Partners - LP   |
| (b) Business address     | 1980 Rene-Levesque Blvd. West<br>Montreal, Quebec, Canada H3H 1R6  |
| (c) Principal business   | Investment Fund  |
| (d) Criminal Proceedings | During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been convicted in any criminal proceeding.  |
| (e) Civil Proceedings    | During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to any 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) Citizenship          | Canadian   |

Please find below the information required by this item 2 with respect to the General Partners of Montreal Partners - LP:

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|                          |   |
|--------------------------|---|
| (a) Name                 | Pierre Bourgie  |
| (b) Business address     | 1980 Rene-Levesque Blvd. West<br>Montreal, Quebec, Canada H3H 1R6   |
| (c) Principal occupation | President, Montreal Partners<br>President and CEO, Societe Financiere<br>Bourgie  |
| (d) Criminal Proceedings | During the last five years, Pierre<br>Bourgie has not been convicted in any<br>criminal proceeding.   |
| (e) Civil Proceedings    | During the last five years, Pierre<br>Bourgie has not been party to any civil<br>proceeding of a judicial or<br>administrative body of competent<br>jurisdiction as a result of which such<br>person was or is subject to any<br>judgment, decree or final order<br>enjoining future violations of, or<br>prohibiting or mandating activities<br>subject to, Federal or State securities<br>laws or finding any violation with<br>respect to such laws. |
| (f) Citizenship          | Canadian  |

|                          |   |
|--------------------------|---|
| (a) Name                 | Michel Labadie  |
| (b) Business address     | 90 Beaubien West Suite 101<br>Montreal, Quebec H2S 1V6  |
| (c) Principal occupation | Treasurer, Montreal Partners<br>President and CEO, Les Pros de la Photo   |
| (d) Criminal Proceedings | During the last five years, Michel<br>Labadie has not been convicted in any<br>criminal proceeding.   |
| (e) Civil Proceedings    | During the last five years, Michel<br>Labadie has not been party to any civil<br>proceeding of a judicial or<br>administrative body of competent<br>jurisdiction as a result of which such<br>person was or is subject to any<br>judgment, decree or final order<br>enjoining future violations of, or<br>prohibiting or mandating activities<br>subject to, Federal or State securities<br>laws or finding any violation with<br>respect to such laws. |
| (f) Citizenship          | Canadian  |

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|                          |   |
|--------------------------|---|
| (a) Name                 | Benoit La Salle   |
| (b) Business address     | 750, Marcel Laurin Bureau 390<br>Saint-Laurent, Quebec H4M 2M4  |
| (c) Principal occupation | Secretary, Montreal Partners<br>President, Semafo Inc.<br>Partner, Groupe La Salle & Associates   |
| (d) Criminal Proceedings | During the last five years, Benoit La Salle has not been convicted in any criminal proceeding.  |
| (e) Civil Proceedings    | During the last five years, Benoit La Salle has not been party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to any 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) Citizenship          | Canadian  |

Item 3. Source and Amount of Funds or Other Considerations.

Shares of Hear USA were obtained as a result of the company's merger with Helix, Hearing Care of America, a Canadian-based company in which the cost of our investment made in February 1999 and November 2000 totaled CDN\$5 915 000.

Item 4. Purpose of transaction

Montreal Partners - LP made its investment in Helix Hearing Care of America through a private placement as part of its regular investment activities. Helix merged with Hear USA on July 11, 2002.

Item 5. Interest in Securities of the Issuer

|   | Montreal<br>Partners - LP | Pierre Bourgie | Michel Labadie | Benoit La S |
|---|---------------------------|----------------|----------------|-------------|
| a) Number of shares<br>beneficially owned | 1 591 650                 | 76 045         | 751 612        | 0           |
| a) % of the class of<br>securities        | 5,8%                      | 0,3%           | 2,7%           | 0           |
| b) Sole voting power                      | 1 591 650                 | 76 045         | 751 612        | 0           |
| b) Shared voting power                    | 0                         | 0              | 0              | 0           |

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|                              |           |        |         |      |
|------------------------------|-----------|--------|---------|------|
| b) Sole dispositive power    | 1 591 650 | 76 045 | 751 612 | 0    |
| b) Shared dispositive power  | 0         | 0      | 0       | 0    |
| c) Transactions past 60 days | n.a.      | n.a.   | n.a.    | n.a. |
| d)                           | n.a.      | n.a.   | n.a.    | n.a. |
| e)                           | n.a.      | n.a.   | n.a.    | n.a. |

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Not applicable

Item 7. Material to Be Filed as Exhibits

Not applicable

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.

July 19, 2002

Date

Pierre Bourgie

Signature

Pierre Bourgie, President of Montreal Partners - LP

Name/Title