

Edgar Filing: Buaron Roberto - Form SC 13G

Buaron Roberto  
Form SC 13G  
February 14, 2007

=====

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

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SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

GOLFSMITH INTERNATIONAL HOLDINGS, INC.

-----

(Name of Issuer)

Common Stock

-----

(Title of Class of Securities)

38168Y103

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(CUSIP Number)

December 31, 2006

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(Date of Event Which Required Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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CUSIP No.

13G

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

MR. ROBERTO BUARON

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. CITIZEN

-----

NUMBER OF SOLE VOTING POWER

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SHARES	1.	7,934,418	
BENEFICIALLY	-----		
OWNED BY		SHARED VOTING POWER	
EACH	2.	0	
REPORTING	-----		
PERSON WITH		SOLE DISPOSITIVE POWER	
	3.	7,934,418	
	-----		
		SHARED DISPOSITIVE POWER	
	4.	0	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,934,418

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
50.5

12 TYPE OF REPORTING PERSON  
  
IN

-----  
CUSIP No.

13G

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
BUARON CAPITAL CORPORATION III, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF		SOLE VOTING POWER	
SHARES	1.	7,934,418	
BENEFICIALLY	-----		
OWNED BY		SHARED VOTING POWER	
EACH	2.	0	
REPORTING	-----		
PERSON WITH		SOLE DISPOSITIVE POWER	
	3.	7,934,418	
	-----		
		SHARED DISPOSITIVE POWER	
	4.	0	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,934,418

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES [ ]  
-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
50.5  
-----  
12 TYPE OF REPORTING PERSON  
CO  
-----

-----  
CUSIP No.

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-----  
1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
ATLANTIC EQUITY ASSOCIATES III, LLC  
-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]  
-----  
3 SEC USE ONLY  
-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
DELAWARE  
-----

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

	SOLE VOTING POWER
1.	7,934,418
	-----
	SHARED VOTING POWER
2.	0
	-----
	SOLE DISPOSITIVE POWER
3.	7,934,418
	-----
	SHARED DISPOSITIVE POWER
4.	0

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,934,418  
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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES [ ]  
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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
50.5  
-----  
12 TYPE OF REPORTING PERSON  
CO  
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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ATLANTIC EQUITY ASSOCIATES III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER  
1. 7,934,418

SHARED VOTING POWER  
2. 0

SOLE DISPOSITIVE POWER  
3. 7,934,418

SHARED DISPOSITIVE POWER  
4. 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,934,418

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
50.5

12 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ATLANTIC EQUITY PARTNERS III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	1.	SOLE VOTING POWER 7,934,418
	2.	SHARED VOTING POWER 0
	3.	SOLE DISPOSITIVE POWER 7,934,418
	4.	SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
7,934,418

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
50.5

12 TYPE OF REPORTING PERSON  
PN

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ITEM 1(a). NAME OF ISSUER:

Golfsmith International Holdings, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

11000 North IH-35  
Austin, Texas 78753-3195

ITEM 2(a). NAME OF PERSON FILING:

Mr. Roberto Buaron

Buaron Capital Corporation III, LLC

Atlantic Equity Associates III, LLC

Atlantic Equity Associates III, L.P.

Atlantic Equity Partners III, L.P.

The foregoing entities and individuals are collectively referred  
to as the "Reporting Persons" in this Statement.

This statement is filed jointly on behalf of the Reporting

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Persons. In accordance with Rule 13d-1(k)(1) under the Exchange Act, each person filing this statement acknowledges that it is responsible for the completeness and accuracy of the information concerning that person but is not responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

c/o First Atlantic Capital, Ltd.  
135 East 57th Street, 29th Floor  
New York, New York 10022  
United States of America

ITEM 2(c). CITIZENSHIP:

Please refer to Item 4 on each cover sheet for each filing person.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common stock

ITEM 2(e). CUSIP NUMBER:

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CUSIP No.

13G

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38168Y103

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under section 15 of the Act;
- (b)  Bank as defined in section 3(a)(6) of the Act;
- (c)  Insurance company as defined in section 3(a)(19) of the Act;
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G) (Note: See Item 7);
- (h)  A savings association as defined in section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;

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(j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(H).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

ITEM 4. OWNERSHIP

(a) Amount beneficially owned:

Consists of 7,934,418 shares of common stock held directly by Atlantic Equity Partners III, L. P., a portion of which may be deemed attributable to Mr. Roberto Buaron. Mr. Roberto Buaron is the sole member of Buaron Capital Corporation III, LLC, which is the managing member of Atlantic Equity Associates III, LLC, which is the sole general partner of Atlantic Equity Associates III, L.P., which is the sole general partner of Atlantic Equity Partners III, L.P. Mr. Roberto Buaron disclaims beneficial ownership of the shares held by Atlantic Equity Partners III, L.P., except to the extent of his pecuniary interest therein.

(b) Percent of class: Please refer to Item 11 on each cover sheet for each filing person.

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

(i) Sole power to vote or to direct the vote: Please refer to Item 5 on each cover sheet for

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CUSIP No. 13G  
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each filing person.

(ii) Shared power to vote or direct the vote: Please refer to Item 6 on each cover sheet for each filing person.

(iii) Sole power to dispose or to direct the disposition of: Please refer to Item 7 on each cover sheet for each filing person.

(iv) Shared power to dispose of or to direct the disposition of: Please refer to Item 8 on each cover sheet for each filing person.

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.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

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See Item 2(a) above.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable.

ITEM 10. CERTIFICATION.

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.

Dated: February 14, 2007

MR. ROBERTO BUARON

/s/ Roberto Buaron  
-----

BUARON CAPITAL CORPORATION III, LLC

By: /s/ Roberto Buaron  
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Name: Roberto Buaron  
Title: Managing Member

ATLANTIC EQUITY ASSOCIATES III, LLC

By: Buaron Capital Corporation III, LLC,  
Managing Member

By: /s/ Roberto Buaron  
-----

Name: Roberto Buaron  
Title: Managing Member

ATLANTIC EQUITY ASSOCIATES III, L.P.

By: Atlantic Equity Associates III, LLC,  
General Partner

By: Buaron Capital Corporation, III, LLC,  
Managing Member

By: /s/ Roberto Buaron  
-----

Name: Roberto Buaron  
Title: Managing Member



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ATLANTIC EQUITY PARTNERS III, L.P.

By: Atlantic Equity Associates III, L.P.,  
General Parnter

By: Atlantic Equity Associates III, LLC,  
General Parnter

By: Buaron Capital Corporation, III, LLC,  
Managing Parnter

By: /s/ Roberto Buaron

-----  
Name: Roberto Buaron  
Title: Managing Member

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, each of the persons named below agrees to the joint filing of a Statement on Schedule 13G (including amendments thereto) with respect to the common stock, par value \$0.001 per share, of Golfsmith International Holdings, Inc., a U.S. company, and further agrees that this Joint Filing Agreement be included as an exhibit to such filings provided that, as contemplated by Section 13d-1(k)(1)(ii), no person shall be responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

In evidence thereof, the undersigned, being duly authorized, hereby execute this Agreement this February 14, 2007.

MR. ROBERTO BUARON

/s/ Roberto Buaron

-----  
BUARON CAPITAL CORPORATION III, LLC

By: /s/ Roberto Buaron

-----  
Name: Roberto Buaron  
Title: Managing Member

ATLANTIC EQUITY ASSOCIATES III, LLC

By: Buaron Capital Corporation III, LLC,  
Managing Member

By: /s/ Roberto Buaron

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-----  
Name: Roberto Buaron  
Title: Managing Member

ATLANTIC EQUITY ASSOCIATES III, L.P.

By: Atlantic Equity Associates, III, LLC,  
General Partner

By: Buaron Capital Corproation, III, LLC,  
Managing Member

By: /s/ Roberto Buaron

-----  
Name: Roberto Buaron  
Title: Managing Member

Atlantic Equity Partners III, LP

By: Atlantic Equity Associates, III, L.P.,  
General Parnter

By: Atlantic Equity Associates, III, LLC,  
General Parnter

By: Buaron Capital Corproation, III, LLC,  
Managing Member

By: /s/ Roberto Buaron

-----  
Name: Roberto Buaron  
Title: Managing Member