

LIQUIDMETAL TECHNOLOGIES INC

Form SC 13G

February 17, 2004

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

SCHEDULE 13G

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

Liquidmetal Technologies, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

53634X

(Cusip Number)

December 31, 2003

(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)

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 the disclosures provided in a prior cover page.

The information required in 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).

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1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
J. Holdsworth Capital Ltd.

2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
-0-

6. Shared Voting Power:
-0-

7. Sole Dispositive Power:
-0-

8. Shared Dispositive Power:
-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
-0- (1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

11.

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Percent of Class Represented by Amount in Row (9):

0%

12. Type of Reporting Person:

CO

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Item 1(a) Name of Issuer:

Liquidmetal Technologies, Inc.

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

100 N. Tampa St., Suite 3150, Tampa, Florida 33602

Item 2(a) Name of Person Filing:

J. Holdsworth Capital Ltd.

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

4300 West Cypress Street, Suite 900, Tampa, Florida 33607

Item 2(c) Citizenship:

Delaware

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

53634X

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.

Item 4. Ownership:

Reference is made to Items 5-11 on page 2 of this Schedule 13G

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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 [X]

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.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

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.

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 13, 2004

J. Holdsworth Capital Ltd.

By: /s/ John Kang

Name: John Kang
Title: President

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1. Name of Reporting Person: Wesley Investments, Inc. I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group:

(a) x

(b) o

3. SEC Use Only:

4. Citizenship or Place of Organization: Florida

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
-0-

6. Shared Voting Power:
-0-

7. Sole Dispositive Power:
-0-

8. Shared Dispositive Power:
-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
-0- (1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:
 o

11.

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Percent of Class Represented by Amount in Row (9):
0%

12. Type of Reporting Person:
CO

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Item 1(a) Name of Issuer:

Liquidmetal Technologies, Inc.

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

100 N. Tampa St., Suite 3150, Tampa, Florida 33602

Item 2(a) Name of Person Filing:

Wesley Investments, Inc.

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

4300 West Cypress Street, Suite 900, Tampa, Florida 33607

Item 2(c) Citizenship:

Florida

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

53634X

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.

Item 4. Ownership:

Reference is made to Items 5-11 on page 5 of this Schedule 13G

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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 [X]

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.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

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.

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 13, 2004

Wesley Investments, Inc.

By: /s/ John Kang

Name: John Kang
Title: President

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Exhibit A

Note (1)

1. J. Holdsworth Capital Ltd. (Holdsworth) was dissolved on December 4, 2003. Prior to its dissolution, Holdsworth was owned by four shareholders, with each such shareholder owning 25% of the outstanding stock of Holdsworth. Upon the dissolution, the assets of Holdsworth, including the shares of stock of Liquidmetal Technologies, Inc. owed by Holdsworth, were distributed to the shareholders of Holdsworth.
 2. Wesley Investments, Inc. (Wesley) was dissolved on December 18 2003. Prior to its dissolution, Wesley was owned by four shareholders, with each such shareholder owning 25% of the outstanding stock of Wesley. Upon the dissolution, the assets of Wesley, including the shares of stock of Liquidmetal Technologies, Inc. owned by Wesley, were distributed to the shareholders of Wesley.
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Exhibit B

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, the persons named below agree to the joint filing on behalf of each of them of this Schedule 13G with respect to the common stock of Liquidmetal Technologies, Inc. and further agree that this Joint Filing Agreement may be included as an Exhibit to such joint filing.

Dated: February 13, 2004

J. Holdsworth Capital Ltd.

By: /s/ John Kang

Name: John Kang
Title: President

Wesley Investments, Inc.

By: /s/ John Kang

Name: John Kang
Title: President