

BODY CENTRAL CORP
Form SC 13D/A
January 13, 2015

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(RULE 13D - 101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND AMENDMENTS
THERE TO FILED PURSUANT TO 13d-2(a)

(Amendment No. 1)*

Body Central Corp.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

09689U102
(CUSIP Number)

Alan Leibel
683 Capital Partners, LP
3 Columbus Circle, Suite 2205
New York, NY 10019
(212) 554-2379

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

January 9, 2015
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box ☐.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*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).

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

683 Capital Management, LLC
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒
(b) ☐
 3. SEC USE ONLY
 4. SOURCE OF FUNDS

AF
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐
 6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7. SOLE VOTING POWER

0
 8. SHARED VOTING POWER

1,285,715 (1)
 9. SOLE DISPOSITIVE POWER

0
 10. SHARED DISPOSITIVE POWER

1,285,715 (1)
 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,285,715 (1)
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

18.9% (1)

14. TYPE OF REPORTING PERSON

IA

(1) See Item 5(a).

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

683 Capital Partners, LP
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒
(b) ☐
 3. SEC USE ONLY
 4. SOURCE OF FUNDS

WC
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐
 6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7. SOLE VOTING POWER

0
 8. SHARED VOTING POWER

1,285,715 (1)
 9. SOLE DISPOSITIVE POWER

0
 10. SHARED DISPOSITIVE POWER

1,285,715 (1)
 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,285,715 (1)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES ☐
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
18.9% (1)
14. TYPE OF REPORTING PERSON
PN

(1) See Item 5(a).

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Ari Zweiman
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒
(b) ☐
 3. SEC USE ONLY
 4. SOURCE OF FUNDS

AF
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐
 6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7. SOLE VOTING POWER

0
 8. SHARED VOTING POWER

1,285,715 (1)
 9. SOLE DISPOSITIVE POWER

0
 10. SHARED DISPOSITIVE POWER

1,285,715 (1)
 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,285,715 (1)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES ☐
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
18.9% (1)
14. TYPE OF REPORTING PERSON
IN

(1) See Item 5(a).

The following constitutes Amendment No. 1 to the Schedule 13D filed by the undersigned (“Amendment No. 1”). This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

Effective January 9, 2015, Ari Zweiman resigned from the Board of Directors of the Issuer.

Item 5. Interest in Securities of the Issuer.

Item 5(a) is hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 1,658,135 Shares outstanding as of November 12, 2014, which is the total number of Shares outstanding as reported in the Issuer’s Prospectus filed pursuant to Rule 424(b)(3) of the Securities Act of 1933, as amended, with the Securities and Exchange Commission on December 15, 2014.

As of the close of business on January 12, 2015, 683 Partners may be deemed to have beneficially owned 1,285,715 Shares issuable upon the conversion of the Notes. By virtue of their relationships with 683 Partners discussed in further detail in Item 2, each of 683 Management and Ari Zweiman may be deemed to beneficially own the Shares beneficially owned by 683 Partners.

Pursuant to the terms of the Notes, the Notes may not be converted if, after giving effect to the conversion, the Reporting Persons, together with their affiliates, would beneficially own in excess of 9.99% of the number of Shares outstanding immediately after giving effect to such conversion (the “Blocker”).

As of the close of business on January 12, 2015, 683 Partners directly owned one share of Series B Preferred. Pursuant to the terms of the Series B Preferred, each share of Series B Preferred will give its holder the right to vote the Shares underlying such holder’s Note on an as-converted basis without regard to the Blocker or any other limitations or restrictions on conversions set forth in the Notes and without regard to whether or not there are then a sufficient number of Shares authorized for issuance upon conversion of the Notes. Accordingly the Reporting Persons may be deemed to beneficially own approximately 18.9% of the Shares outstanding on an as-converted basis based on full conversion of the \$18 million initial aggregate principal amount of the Notes, as calculated in accordance with the terms of the Series B Preferred.

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: January 13, 2015

683 CAPITAL PARTNERS, LP

By: 683 Capital GP, LLC
its general partner

By: /s/ Ari Zweiman
Name: Ari Zweiman
Title: Managing Member

683 CAPITAL MANAGEMENT, LLC

By: /s/ Ari Zweiman
Name: Ari Zweiman
Title: Managing Member

/s/ Ari Zweiman
ARI ZWEIMAN