

HANCOCK JOHN FINANCIAL SERVICES INC
Form SC 13D/A
December 10, 2001

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

SCHEDULE 13D
(Rule 13d-101)

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

(Amendment No. 1*)

Fresh America Corp.
(Name of Issuer)

Warrants (exercisable into common stock)
(Title of Class of Securities)

35803R 6# 7
(CUSIP Number)

Marcia A. Casey
Senior Counsel
John Hancock Financial Services, Inc.
T-30-12
Post Office Box 111
Boston, Massachusetts 02117
(617) 572-9183

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

November 30, 2001
(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 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 shares of Fresh America Corp. held by John Hancock Financial Services, Inc. and its subsidiary entities were reallocated among the various joint filers.

(Continued on following pages)

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* 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

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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
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

John Hancock Financial Services, Inc.
I.R.S. No. 04-3483032

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

See Item 3

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

7 SOLE VOTING POWER

45,414,529: 38,602,350 through its direct,
wholly-owned subsidiary JHLICO and
6,812,179 through its indirect,
wholly-owned subsidiary John Hancock
Variable Life Insurance Company

8 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

-0-

9 SOLE DISPOSITIVE POWER

45,414,529: 38,602,350 through its direct,
wholly-owned subsidiary JHLICO and
6,812,179 through its indirect,
wholly-owned subsidiary John Hancock
Variable Life Insurance Company

10 SHARED DISPOSITIVE POWER
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Rows 7 and 9.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

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SHARES* |_ |

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

84.4% as described in Rows 7 and 9.

14 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

John Hancock Life Insurance Company
I.R.S. No. 04-1414660

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_ |
(b) |X |

3 SEC USE ONLY

4 SOURCE OF FUNDS*

See Item 3

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e) |_ |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

7 SOLE VOTING POWER

38,602,350 directly and 6,812,179 through its
indirect, wholly-owned subsidiary John Hancock
Variable Life Insurance Company

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

38,602,350 directly and 6,812,179 through its
indirect, wholly-owned subsidiary John Hancock
Variable Life Insurance Company

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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38,602,350

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

84.4% See Item 4

14 TYPE OF REPORTING PERSON*

IC, IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

John Hancock Variable Life Insurance Company
I.R.S. No. 04-2664016

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

See Item 3

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

7 SOLE VOTING POWER

6,812,179

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

6,812,179

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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6,812,179

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* | |

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

44.8% See Item 4

14 TYPE OF REPORTING PERSON*

IC, IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. Security and Issuer.

This statement relates to Warrants to purchase Common Stock (the "Warrants"), \$.01 par value per share (provided however that par value is expected to change to \$.001 per share upon the approval and filing of the Amended and Restated Articles of Incorporation of the Issuer as described in Item 4), of Fresh America Corp. (the "Issuer"). The principal executive offices of the Issuer are located at 6600 LBJ Freeway, Suite 180, Dallas, Texas 75240.

Item 2. Identity and Background

The persons filing this statement are John Hancock Financial Services, Inc., a Delaware corporation ("JHFS"), its direct, wholly-owned subsidiary, John Hancock Life Insurance Company, a Massachusetts corporation, ("JHLICO"), and JHLICO's direct, wholly-owned subsidiary John Hancock Variable Life Insurance Company ("JHVLICO), a Massachusetts corporation, (collectively, the "Reporting Persons").

JHFS's principal business is diversified financial services. JHLICO's and JHVLICO's principal business is life insurance. The principal office and business address for the Reporting Persons is located at John Hancock Place, P.O. Box 111, Boston, Massachusetts 02117.

The name, residence or business address and principal occupation or employment of each of the executive officers and directors of the Reporting Persons are set forth in Attachments A, B, and C, respectively. Except as otherwise noted in Attachments A, B, or C, each is a citizen of the United States of America and neither the Reporting Persons nor any such person has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or been party to any civil proceeding which resulted in a 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.

Item 3. Source and Amount of Funds or Other Consideration

There has been no change to Item 3 "Source and Amount of Funds or Other Consideration" as was reported in Schedule 13D filed with the SEC on September 17, 2001.

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Item 4. Purpose of Transaction

There has been no change to Item 3 "Purpose of Transaction" as was reported in Schedule 13D filed with the SEC on September 17, 2001.

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Item 5. Interest in Securities of the Issuer

This Schedule 13D Amendment No. 1 is being filed to reflect a reallocation in the securities of the Issuers as follows:

- 17,550 John Hancock Life Insurance Company
- 4,050 John Hancock Variable Life Insurance Company
- 2,700 Signature 1A (Cayman), Ltd.
- 2,700 Signature 3 Limited ("Signature 3")

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

There has been no change to Item 6 "Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer" as was reported in Schedule 13D filed with the SEC on September 17, 2001.

Item 7. Material to Be Filed as Exhibits

None

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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 current.

December 10, 2001

John Hancock Financial Services, Inc.

By: /s/ Barry J. Rubenstein

Name: Barry J. Rubenstein
 Title: Vice President, Counsel & Secretary

John Hancock Life Insurance Company

By: /s/ Roger G. Nastou

Name: Roger G. Nastou
 Title: Vice President

John Hancock Variable Life Insurance Company

By: /s/ Michele G. Van Leer

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Name: Michele G. Van Leer
 Title: Chairman

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ATTACHMENT A

JOHN HANCOCK FINANCIAL SERVICES, INC.

DIRECTORS AND EXECUTIVE OFFICERS (as of 9/14/01)

| Name | Business or Residential Address | Positions with JHFS and Principal Occupation |
|------------------------------|--|---|
| I. MacAllister Booth | 68 Barnes Hill Road Concord, MA 01742 | Director - JHFS |
| Wayne A. Budd | John Hancock Place P.O. Box 111 Boston, MA 02117 | Director - Executive Vice General Counsel - JHFS |
| John M. Connors, Jr. | 200 Clarendon Street Boston, MA 02116 | Director - JHFS; CEO and Hill, Holiday, Connors, |
| David F. D'Alessandro | John Hancock Place P.O. Box 111 Boston, MA 02117 | Director, Chairman and Officer - JHFS |
| Robert E. Fast, Esq. | 60 State Street Boston, MA 02109 | Director - JHFS; Senior and Dorr |
| Dr. Kathleen Foley Feldstein | 147 Clifton Street Belmont, MA 02178 | Director - JHFS; Presid Studies, Inc. |
| Nelson S. Gifford | 75 Federal Street Suite 1100 Boston, MA 02110-1911 | Director - JHFS; Princi Capital |
| Thomas P. Glynn | 800 Boylston Street Boston, MA 02199 | Director - JHFS; Chief Officer, Partners Health |
| Michael C. Hawley | P.O. Box 111 Boston, MA 02117 | Director - JHFS |
| Edward H. Linde | 800 Boylston Street Boston, MA 02199 | Director - JHFS; Presid Boston Properties, Inc. |
| Judith A. McHale | 7700 Wisconsin Avenue Bethesda, MD 20814 | Director - JHFS; Presid Officer of Discovery Co |
| R. Robert Popeo, Esq. | One Financial Center Boston, MA 02111 | Director - JHFS; Chairm Cohn, Ferris, Glovsky a |
| Richard F. Syron | 81 Wyman Street Waltham, MA 02454 | Director - JHFS; Chairm CEO of Thermo Electron |

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Robert J. Tarr, Jr.

200 Wheeler Road
Burlington, MA 01803

Director - JHFS; Chairm
CEO of HomeRuns.com

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ATTACHMENT B

JOHN HANCOCK LIFE INSURANCE COMPANY

DIRECTORS AND EXECUTIVE OFFICERS (as of 9/14/01)

| Name | Business or Residential Address | Positions with JHLICO a Principal Occupation |
|------------------------------|--|---|
| Foster L. Aborn | John Hancock Place P.O. Box 111 Boston, MA 02117 | Director - JHLICO |
| I. MacAllister Booth | 68 Barnes Hill Road Concord, MA 01742 | Director - JHLICO |
| Wayne A. Budd | John Hancock Place P.O. Box 111 Boston, MA 02117 | Director - Executive Vi General Counsel - JHLI |
| John M. Connors, Jr. | 200 Clarendon Street Boston, MA 02116 | Director - JHLICO; CEO Hill, Holiday, Connors, |
| David F. D'Alessandro | John Hancock Place P.O. Box 111 Boston, MA 02117 | Director, Chairman and Officer - JHLICO |
| John M. DeCiccio | John Hancock Place P.O. Box 111 Boston, MA 02117 | Director - JHLICO; Execo President and Chief Inv JHLICO |
| Robert E. Fast, Esq. | 60 State Street Boston, MA 02109 | Director - JHLICO; Seni Hale and Dorr |
| Dr. Kathleen Foley Feldstein | 147 Clifton Street Belmont, MA 02178 | Director - JHLICO; Pres Economics Studies, Inc. |
| Nelson S. Gifford | 75 Federal Street Suite 1100 Boston, MA 02110-1911 | Director - JHLICO; Prin Capital |
| Thomas P. Glynn | 800 Boylston Street Boston, MA 02199 | Director - JHLICO; Chie Officer, Partners Healt |
| Michael C. Hawley | John Hancock Place P.O. Box 111 Boston, MA 02117 | Director - JHLICO |
| Edward H. Linde | 800 Boylston Street Boston, MA 02199 | Director - JHLICO; Pres Boston Properties, Inc. |

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| | | |
|-----------------------|---|--|
| Judith A. McHale | 7700 Wisconsin Avenue Bethesda, MD 20814 | Director - JHLICO; Pres Operating Officer of Di Communications, Inc. |
| R. Robert Popeo, Esq. | One Financial Center Boston, MA 02111 | Director - JHLICO; Chai Levin, Cohn, Ferris, GL |
| Richard F. Syron | 81 Wyman Street Waltham, MA 02454 | Director - JHLICO; Chai and CEO of Thermo Elect |

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| | | |
|---------------------|--|--|
| Name | Business or Residential Address | Positions with JHLICO a Principal Occupation |
| Robert J. Tarr, Jr. | 200 Wheeler Road Burlington, MA 01803 | Director - JHLICO; Chai and CEO of HomeRuns.com |

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ATTACHMENT C

JOHN HANCOCK VARIABLE LIFE INSURANCE COMPANY

Directors as of September 14, 2001

| | | |
|-----------------------|---|---------------------------------------|
| Name | Business or Residential Address | Positions with JHFS and Occupation |
| Ronald J. Bocage | John Hancock Place P. O. Box 111 Boston, MA 02117 | Director - Vice Preside Counsel |
| David F. D'Alessandro | John Hancock Place P. O. Box 111 Boston, MA 02117 | Director - Chairman |
| Bruce M. Jones | 197 Clarendon Street Boston, MA 02117 | Director - Vice Preside |
| Barbara L. Luddy | 200 Berkeley Street Boston, MA 02117 | Director - Vice Preside Actuary |
| Robert S. Paster | John Hancock Place P. O. Box 111 Boston, MA 02117 | Director - Vice Preside |

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Robert R. Reitano

John Hancock Place
P. O. Box 111
Boston, MA 02117

Director - Vice President
Investment Officer

Paul J. Strong

197 Clarendon Street
Boston, MA 02117

Director - Vice President

Michele G. Van Leer

197 Clarendon Street
Boston, MA 02117

Director - Vice Chairman
President