

MedQuist Holdings Inc.
Form SC 13D/A
February 24, 2011

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 13D
(Amendment No. 1)*
MedQuist Holdings Inc.
(Name of Issuer)
Common Stock, no par value
(Title of Class of Securities)
58506K102
(CUSIP Number)

Seth W. Hamot Costa Brava Partnership III L.P. 222 Berkeley Street Boston, MA 02116 (617) 595-4400	Jeffrey R. Katz, Esq. Ropes & Gray LLP Prudential Tower 800 Boylston Street Boston, MA 02199 (617) 951-7000
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(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)
February 11, 2011
(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 §240.13d-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 ("Act") 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: Costa Brava Partnership III L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 04-3387028

(a)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS

5. 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 2,832,716
	8.	SHARED VOTING POWER -0-
	9.	SOLE DISPOSITIVE POWER 2,832,716
	10.	SHARED DISPOSITIVE POWER -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,832,716

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

12. EXCLUDES
CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.4% *

14. TYPE OF REPORTING PERSON

PN

* Based on approximately 44,200,000 shares of Common Stock outstanding as of February 11, 2011, as reported in the Prospectus on Form 424B3 dated February 11, 2011 filed by the Issuer with the Securities and Exchange Commission on February 11, 2011.

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1. NAME OF REPORTING PERSON: Roark, Rearden & Hamot, LLC

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 10-0000708

(a)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS

5. IS

REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7.	SOLE VOTING POWER
NUMBER OF	2,832,716
SHARES	
BENEFICIALLY	8. SHARED VOTING POWER
OWNED BY	-0-
EACH	
REPORTING	9. SOLE DISPOSITIVE POWER
PERSON	2,832,716
WITH	
10.	SHARED DISPOSITIVE POWER
	-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,832,716

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

12. EXCLUDES

CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.4% *

14. TYPE OF REPORTING PERSON

OO

* Based on approximately 44,200,000 shares of Common Stock outstanding as of February 11, 2011, as reported in the Prospectus on Form 424B3 dated February 11, 2011 filed by the Issuer with the Securities and Exchange Commission on February 11, 2011.

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1. NAME OF REPORTING PERSON: Seth W. Hamot

(a)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS

5. IS
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7.	SOLE VOTING POWER	2,832,716
8.	SHARED VOTING POWER	-0-
9.	SOLE DISPOSITIVE POWER	2,832,716
10.	SHARED DISPOSITIVE POWER	-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,832,716

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

12. EXCLUDES
CERTAIN SHARES

Excludes aggregate 45,426 shares directly held by Seth W. Hamot and his children.

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.4% *

14. TYPE OF REPORTING PERSON

IN, HC

* Based on approximately 44,200,000 shares of Common Stock outstanding as of February 11, 2011, as reported in the Prospectus on Form 424B3 dated February 11, 2011 filed by the Issuer with the Securities and Exchange Commission on February 11, 2011.

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AMENDMENT NO. 1 TO SCHEDULE 13D

Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission on February 22, 2011 (the "Schedule 13D"). Terms defined in the Schedule 13D are used herein as so defined.

This Amendment No. 1 is being filed solely to correct an error in the number of shares of Common Stock outstanding of the Issuer as of February 11, 2011, which resulted in an incorrect percentage ownership by the Reporting Persons being reported in the Schedule 13D. This Amendment No. 1 does not report any change in the Reporting Persons' holdings.

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Signature:

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 24, 2011

COSTA BRAVA PARTNERSHIP III L.P.

By: Roark, Rearden & Hamot, LLC,
its General Partner

By: /s/ Seth W. Hamot
Name: Seth W. Hamot
Title: President

ROARK, REARDEN & HAMOT, LLC

By: /s/ Seth W. Hamot
Name: Seth W. Hamot
Title: President

SETH W. HAMOT

By: /s/ Seth W. Hamot