

CONCORD CAMERA CORP
Form SC 13D/A
September 11, 2008

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 2)1

Concord Camera Corp.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

206156200

(CUSIP Number)

STEVEN WOLOSKY, ESQ.
OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP
Park Avenue Tower
65 East 55th Street
New York, New York 10022
(212) 451-2300

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

September 11, 2008

(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-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.

1 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).

CUSIP NO. 206156200

1 NAME OF REPORTING PERSON

EVEREST SPECIAL SITUATIONS FUND L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY		431,015
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	431,015
		SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

431,015

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

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

7.29%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 206156200

1 NAME OF REPORTING PERSON

MAOZ EVEREST FUND MANAGEMENT LTD.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

ISRAEL

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		431,015
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		431,015
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

431,015

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

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

7.29%

14 TYPE OF REPORTING PERSON

CO

CUSIP NO. 206156200

1 NAME OF REPORTING PERSON

ELCHANAN MAOZ

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

ISRAEL

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	431,015 SHARED VOTING POWER
	9	- 0 - SOLE DISPOSITIVE POWER
	10	431,015 SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

431,015

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

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

7.29%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 206156200

The following constitutes Amendment No. 2 ("Amendment No. 2") to the Schedule 13D ("Schedule 13D") filed by the undersigned. This Amendment No. 2 amends the Schedule 13D as specifically set forth.

Item 3. Source and Amount of Funds or Other Consideration.

Item No. 3 is hereby amended and restated in its entirety to read as follows:

The aggregate purchase price, including commissions, of the 431,015 Shares purchased by ESSF and reported in this Schedule 13D is \$1,351,778 (including all brokers' commissions). The Shares reported herein were purchased with the working capital of ESSF.

Item 4. Purpose of Transaction.

Item No. 4 is hereby amended to include the following:

On September 11, 2008, ESSF delivered a letter to the Issuer expressing its frustration that the serious concerns ESSF has raised with the Issuer have fallen on deaf ears and that the Issuer has not provided ESSF with or implemented any substantive responses regarding the significant concerns raised by ESSF. In addition, ESSF indicated that if the Issuer does not immediately modify the composition of the Board of Directors to add representatives of the Issuer's shareholders to assist with and accelerate a liquidation or sale process, ESSF intends to nominate a slate of directors at the next annual meeting of shareholders and intends to take all necessary steps to maximize shareholder value immediately following the election of its slate.

A copy of the letter is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

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

(a) As of September 10, 2008, ESSF owned 431,015 Shares, which constitutes approximately 7.29% of the 5,913,610 outstanding Shares (based upon the number of Shares that were reported to be outstanding in the Issuer's Form 10-Q for the quarterly period ended March 29, 2008 filed with Securities and Exchange Commission on May 13, 2008).

MEFM, by virtue of its status as the general partner of ESSF, and Mr. Maoz, by virtue of his status as a controlling stockholder of MEFM, may be deemed to own beneficially the Shares held by ESSF. Consequently, each of MEFM and Mr. Maoz may be deemed to own beneficially 431,015 Shares that constitute approximately 7.29% of the outstanding Shares. MEFM and Elchanan Maoz disclaim beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

Item 5(c) is hereby amended to include the following:

(c) Schedule B attached hereto sets forth the transactions effected by ESSF with respect to the Common Stock during the past sixty days. Unless otherwise noted, all such transactions were effected in the open market. Except as reported herein, no other Reporting Person effected any transactions with respect to the Issuer's Shares during the past sixty days.

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Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

99.1 Letter to the Chairman, Chief Executive Officer and President of
Concord Camera Corp., dated September 11, 2008.

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CUSIP NO. 206156200

SIGNATURES

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

Dated: September 11, 2008

EVEREST SPECIAL SITUATIONS FUND L.P.

By: Maoz Everest Fund Management Ltd.,
General Partner

By: /s/ Elchanan Maoz
Elchanan Maoz,
Chairman and Chief Executive Officer

MAOZ EVEREST FUND MANAGEMENT LTD.

By: /s/ Elchanan Maoz
Elchanan Maoz,
Chairman and Chief Executive Officer

/s/ Elchanan Maoz
ELCHANAN MAOZ

CUSIP NO. 206156200

SCHEDULE B

Transactions in the Securities of the Issuer During the Past 60 Days

Class of Security	Securities Purchased	Price Per Share (\$)	Date of Purchase
EVEREST SPECIAL SITUATIONS FUND L.P.			
Common Stock	2,020	2.948	09/08/08
Common Stock	10,000	2.950	09/08/08
Common Stock	20,000	2.934	09/09/08
Common Stock	2,399	2.879	09/10/08
Common Stock	5,500	2.900	09/10/08
Common Stock	950	2.890	09/10/08
Common Stock	100	2.910	09/10/08
Common Stock	1,051	2.948	09/10/08

MAOZ EVEREST FUND MANAGEMENT LTD.

None

ELCHANAN MAOZ

None