

PARKS AMERICA, INC  
Form SC 13D/A  
January 14, 2019

**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)<sup>1</sup>

Parks! America, Inc.

(Name of Issuer)

Common Shares, no par value

(Title of Class of Securities)

701455107

(CUSIP Number)

MARLTON WAYNE, LP

222 W Merchandise Mart Plaza

Suite 1212

Chicago, Illinois 60554

(312) 204-7288

ADAM W. FINERMAN, ESQ.

OLSHAN FROME WOLOSKY LLP1325

Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

January 14, 2019

(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. 701455107

1 NAME OF REPORTING PERSON

Marlton Wayne, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF 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, United States of America

NUMBER OF 7 SOLE VOTING SHARES BENEFICIALLY POWER

- 0 -

OWNED BY 8 SHARED VOTING POWER EACH REPORTING 3,768,179

PERSON WITH 9 SOLE DISPOSITIVE POWER

- 0 -

10 SHARED DISPOSITIVE POWER

3,768,179

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

3,768,179

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

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

5.04%\*

14 TYPE OF REPORTING  
PERSON

PN

\* Based upon 74,721,537 shares of common stock outstanding as of December 7, 2018, as disclosed in its Form 10-K that was filed on December 14, 2018, by the Issuer with the Securities and Exchange Commission.

CUSIP NO. 701455107

1 NAME OF REPORTING PERSON

James C. Elbaor

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

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 NUMBER OF SOLE VOTING POWER

SHARES BENEFICIALLY - 0 -

8 OWNED BY SHARED VOTING POWER

EACH REPORTING 3,768,179

9 PERSON WITH SOLE DISPOSITIVE POWER

- 0 -

10 SHARED DISPOSITIVE POWER

3,768,179

11

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

3,768,179

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

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

5.04%\*

14 TYPE OF REPORTING  
PERSON

IN, HC

\* Based upon 74,721,537 shares of common stock outstanding as of December 7, 2018, as disclosed in its Form 10-K that was filed on December 14, 2018, by the Issuer with the Securities and Exchange Commission.

CUSIP NO. 701455107

1	NAME OF REPORTING PERSON	
	Marlton Wayne GP, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)  (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware, United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		- 0 -
	8	SHARED VOTING POWER
		3,768,179
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER

3,768,179  
11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

3,768,179  
12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

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

5.04%\*  
14 TYPE OF REPORTING  
PERSON

PN, HC

\* Based upon 74,721,537 shares of common stock outstanding as of December 7, 2018, as disclosed in its Form 10-K that was filed on December 14, 2018, by the Issuer with the Securities and Exchange Commission.

CUSIP NO. 701455107

1	NAME OF REPORTING PERSON	
	Marlton, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
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, United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		- 0 -
	8	SHARED VOTING POWER
		3,768,179
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER

3,768,179  
11 AGGREGATE AMOUNT  
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EACH REPORTING PERSON

3,768,179  
12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

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

5.04%\*  
14 TYPE OF REPORTING  
PERSON

HC, IA

\* Based upon 74,721,537 shares of common stock outstanding as of December 7, 2018, as disclosed in its Form 10-K that was filed on December 14, 2018, by the Issuer with the Securities and Exchange Commission.

CUSIP NO. 701455107

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

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On January 14, 2019, Marlton LLC, together with its affiliates (“Marlton”), a long-term significant stockholder of the Issuer, sent the Board of Directors of the Issuer (the “Board”) a letter reiterating its concerns that the Issuer’s current capital allocation strategy and corporate governance are causing the Issuer’s equity to trade at a significant discount.

In the letter, Marlton noted that since sending its December 17, 2018 letter to the Board, Marlton has been disappointed that the Board has not appeared to address, in any way, the significant issues plaguing the Issuer. Marlton again called for the Board to take the following steps in order to improve the Issuer’s current capital allocation strategy and improve stockholder returns:

1. Return of capital of \$1,500,000 through either a Special Dividend of \$0.0201 per share representing 12.4% of the Issuer’s market capitalization based on a share price of \$0.162 or a Modified Dutch Auction Tender.
2. Announce the formation of a Special Committee of Independent Board Members to explore all strategic alternatives to maximize stockholder value, including the disbursement of a Special Dividend, Modified Dutch Auction Tender and/or the sale of the Issuer.

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

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

99.1 Letter to the Board of Directors, dated January 14, 2019.

CUSIP NO. 701455107

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: January 14, 2019

Marlton Wayne, LP

By: Marlton Wayne GP,  
LP, its general partner  
Marlton, LLC, general

By: partner of Marlton  
Wayne GP, LP

By: /s/ James C. Elbaor  
Name: James C. Elbaor  
Title: Sole Member

Marlton Wayne GP, LP

By: Marlton, LLC, its  
general partner

By: /s/ James C. Elbaor  
Name: James C. Elbaor  
Title: Sole Member

Marlton, LLC

By: /s/ James C. Elbaor  
Name: James C. Elbaor  
Title: Sole Member

/s/ James C. Elbaor  
James C. Elbaor