

BEBE STORES INC
Form SC 13G
March 08, 2002

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

bebe stores, inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

075571 10 9

(CUSIP Number)

Not applicable.

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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 disclosure 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. 075571 10 9

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

Manny Mashouf
577-56-0112

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED 5 SOLE VOTING POWER
BY EACH REPORTING PERSON WITH

315,476*

6 SHARED VOTING POWER

20,351,722**

7 SOLE DISPOSITIVE POWER

315,476*

8 SHARED DISPOSITIVE POWER

20,351,722**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,778,588

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

81.8%

12 TYPE OF REPORTING PERSON*

IN

*
As trustee of the Manny Mashouf Charitable Remainder Unitrust December 21, 1998

**
As trustee of the Mashouf Family Trust UTD April 1, 1998

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 075571 10 9

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

Neda Mashouf
562-75-9006

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

20,351,722***

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

20,351,722***

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,351,722***

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

80.1%

12 TYPE OF REPORTING PERSON*

IN

As trustee of the Mashouf Family Trust UTD April 1, 1998

*SEE INSTRUCTION BEFORE FILLING OUT!

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CUSIP No. 075571 10 9

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

Manny Mashouf TTEE Manny Mashouf Charitable
Remainder Unitrust December 21, 1998
577-56-0112

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 SOLE VOTING POWER
315,476

6 SHARED VOTING POWER
None

7 SOLE DISPOSITIVE POWER
315,476

8 SHARED DISPOSITIVE POWER
None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

315,476

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.2%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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CUSIP No. 075571 10 9

ITEM 1.

(a) Name of Issuer:

bebe stores, inc.

(b) Address of Issuer's Principal Executive Offices:

380 Valley Drive
Brisbane, California 94005

ITEM 2.

(a) Name of Person Filing:

(1) Manny Mashouf, Trustee of the Mashouf Family Trust
UTD April 1, 1998

(2) Neda Mashouf, Trustee of the Mashouf Family Trust UTD
April 1, 1998

(3) Manny Mashouf TTEE Manny Mashouf Charitable Remainder
Unitrust December 21, 1998 ("Trust")

(b) Address of Principal Business Office or, if none, Residence:

Manny Mashouf
380 Valley Drive
Brisbane, California 94005

Neda Mashouf
380 Valley Drive
Brisbane, California 94005

Trust
380 Valley Drive
Brisbane, California 94005

(c) Citizenship:

Manny Mashouf: United States of America
Neda Mashouf: United States of America
Trust: United States of America

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

075571 10 9

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ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 240.13d-1(b) OR 240.13d-2(b), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or Dealer registered under section 15 of the Act
- (b) Bank as defined in section 3(a)(6) of the Act
- (c) Insurance company as defined in section 3(a)(19) of the Act
- (d) Investment company registered under section 8 of the Investment Company Act of 1940
- (e) Investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E)
- (f) An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F);
- (g) Parent Holding Company, in accordance with section 240.13d-1(b)(ii)(G) (Note: See Item 7)
- (h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act
- (i) Church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940
- (j) Group, in accordance with section 240.13d-1(b)(1)(ii)(H)

ITEM 4. OWNERSHIP

(a) Amount Beneficially Owned:

Manny Mashouf: 20,778,588*
Neda Mashouf: 20,351,722*
Trust: 315,476

(b) Percent of Class:

Manny Mashouf: 81.8%
Neda Mashouf: 80.1%
Trust: 1.2%

Based on 25,394,487 shares of the Issuer's Common Stock outstanding as of December 31, 2001.

* In their capacity as trustees.

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(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote:

Manny Mashouf: 315,476
Neda Mashouf: 0
Trust: 315,476

(ii) shared power to vote or to direct the vote:

Manny Mashouf: 20,351,722
Neda Mashouf: 20,351,722
Trust: none

(iii) sole power to dispose or to direct the disposition of:

Manny Mashouf: 315,476
Neda Mashouf: 0
Trust: 315,476

(iv) shared power to dispose or to direct the disposition of:

Manny Mashouf: 20,351,722
Neda Mashouf: 20,351,722
Trust: none

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

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ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF THE GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable.

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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 correct.

Date: March 8, 2002

/s/ MANNY MASHOUF

Manny Mashouf TTEE Mashouf Family Trust
UTD April 1, 1998

/s/ NEDA MASHOUF

Neda Mashouf TTEE Mashouf Family Trust
UTD April 1, 1998

/s/ MANNY MASHOUF

Manny Mashouf TTEE Manny Mashouf Charitable
Remainder Unitrust December 21, 1998

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EXHIBIT A

JOINT FILING AGREEMENT

WHEREAS, the statement on Schedule 13G to which this agreement is an exhibit (the "Joint Statement") is being filed on behalf of two or more persons collectively, the "Reporting Persons"); and

WHEREAS, the Reporting Persons prefer to file the Joint Statement on behalf of the Reporting Persons rather than individual statements on Schedule 13G on behalf of each of the Reporting Persons;

NOW, THEREFORE, the undersigned hereby agree as follows with each of the other Reporting Persons:

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1. Each of the Reporting Persons is individually eligible to use the Joint Statement.
2. Each of the Reporting Persons is responsible for the timely filing of the Joint Statement and any amendments thereto.
3. Each of the Reporting Persons is responsible for the completeness and accuracy of the information concerning such person contained in the Joint Statement.
4. None of the Reporting Persons is responsible for the completeness or accuracy of the information concerning the other Reporting Persons contained in the Joint Statement, unless such person knows or has reason to believe that such information is inaccurate.
5. The undersigned agree that the Joint Statement is, and any amendment thereto will be, filed on behalf of each of the Reporting Persons.

Date: March 8, 2002

/s/ MANNY MASHOUF

Manny Mashouf TTEE Mashouf Family Trust
UTD April 1, 1998

/s/ NEDA MASHOUF

Neda Mashouf TTEE Mashouf Family Trust UTD
April 1, 1998

/s/ MANNY MASHOUF

Manny Mashouf TTEE Manny Mashouf Charitable
Remainder Unitrust December 21, 1998

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