

FRANKLIN COVEY CO
Form SC 13D/A
September 28, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 9)

FRANKLIN COVEY CO.

(Name of Issuer)

COMMON STOCK, Par Value \$0.05 Per Share

(Title of Class of Securities)

353469109

(CUSIP Number)

Peter E. Lorenzen

Munsch Hardt Kopf & Harr P.C.

500 N. Akard Street, Suite 3800

Dallas, TX 75201

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(214) 855-7545

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

September 26, 2012

(Date of Event which Requires Filing of this Statement)

If the reporting 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(b)(3) or (4), 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 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).

(Continued on following pages)

(1) Name of reporting persons

I.R.S. Identification Nos. of Above Persons (entities only)

Knowledge Capital Investment Group

(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

Texas

Number of (7) Sole voting power

shares

beneficially Common Stock 4,951,995

(8) Shared voting power

owned by

each

reporting (9) None
Sole dispositive power

person

with

Common Stock 4,951,995
(10) Shared dispositive power

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None

(11) Aggregate amount beneficially owned by each reporting person

Common Stock 4,951,995

(12) Check box if the aggregate amount in Row (11) excludes certain shares

**

(13) Percent of class represented by amount in Row (11)

Common Stock 23.4%**

(14) Type of reporting person*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

** Based on the number of outstanding shares as of June 29, 2012 as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended May 26, 2012.

This Amendment No. 9 amends the Statement on Schedule 13D filed on June 14, 1999, as amended by Amendment Nos. 1 through 8 (the Schedule 13D), by Knowledge Capital Investment Group (the Reporting Person).

Item 1. Security and Issuer**Item 2. Identity and Background****Item 3 Source and Amount of Funds or Other Consideration**

On September 26, 2012, the Reporting Person acquired 340,877 shares of Common Stock through a partial exercise of the Warrant. The exercise was made on a net exercise basis in which the Reporting Person exercised the Warrant with respect to 1,000,000 of the 4,000,000 shares of Common Stock subject to the Warrant and, instead of paying the \$8.00 per share exercise price of such shares, received a smaller number of shares of Common Stock having a market value equal to the value of the spread between the market value and the exercise price of the 1,000,000 shares it could have acquired by paying the cash exercise price.

Item 4. Purpose of the Transaction**Item 5. Interest in Securities of the Issuer**

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

(a) This Statement relates to 4,951,995 shares of Common Stock beneficially owned by the Reporting Person, representing 23.4% of the issued and outstanding shares of Common Stock. Such shares include 3,000,000 shares of Common Stock subject to the Warrant, which may be exercised only on a net basis by the Reporting Person.

Item 5(b) is hereby amended to read in its entirety as follows:

(b) the Reporting Person has the sole power to vote and dispose of the 4,951,995 shares of Common Stock held by it or subject to the Warrant.

Item 5(c) is hereby amended to add the following at the end thereof:

The response to Item 3 is incorporated herein by reference.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**Item 7. Material to Be Filed as Exhibits**

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: September 28, 2012

KNOWLEDGE CAPITAL INVESTMENT GROUP

By: Inspiration Investments Partners III, L.P.,
Its Manager

By: Inspiration Investments GenPar III, L.P.,
Its General Partner

By HH GenPar Partners
Its General Partner

By: Hampstead Associates, Inc.,
Its Managing General Partner

By: /s/ Donald J. McNamara
President