

Edgar Filing: PARADYNE NETWORKS INC - Form SC 13G/A

PARADYNE NETWORKS INC  
Form SC 13G/A  
November 10, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 5)

Paradyne Networks, Inc.  
-----

(Name of Issuer)

Common Stock  
-----

(Title of Class of Securities)

69911G107  
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(CUSIP Number)

September 1, 2005  
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(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 the disclosures provided in a prior cover page.

The information required in 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	BRICOLEUR CAPITAL MANAGEMENT LLC
	IRS Identification No. of Above Person	13-40036
2	Check the Appropriate Box if a member of a Group	(a) <input type="checkbox"/>
		(b) <input type="checkbox"/>
3	SEC USE ONLY	
4	Citizenship or Place of Organization	Delaware, United States

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	Sole Voting Power	0
	6	Shared Voting Power	0
	7	Sole Dispositive Power	0
	8	Shared Dispositive Power	0
9	Aggregate Amount Beneficially Owned by Each Reporting Person		0
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares		[ ]
11	Percent of Class Represented by Amount in Row 9		0.0%
12	Type of Reporting Person		IA

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Item 1(a). Name of Issuer:

Paradyne Networks, Inc. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

8545 126th Avenue North  
Largo, FL 33773

Item 2(a). Name of Person Filing:

Bricoleur Capital Management LLC ("Bricoleur")

Item 2(b). Address of Principal Business Office or, if none, Residence:

12230 El Camino Real, Suite 100  
San Diego, CA 92130

Item 2(c). Citizenship:

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

69911G107

Item 3. Type of Reporting Person:

If this statement is filed pursuant to Rule 13d-1(b) or Rule 13d-2(b) or (c), check whether the person filing is a:

(a)  Broker or dealer registered under section 15 of the Exchange Act.

(b)  Bank as defined in section 3(a)(6) of the Exchange Act.

(c)  Insurance company as defined in section

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3(a) (19) of the Exchange Act.

(d)  Investment company registered under section 8 of the Investment Company Act.

(e)  An investment adviser in accordance with Rule 13d-1(b) (1) (ii) (E).

(f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b) (1) (ii) (F).

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(g)  A parent holding company or control person in accordance with Rule 13d-1(b) (1) (ii) (G).

(h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.

(i)  A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act.

(j)  Group, in accordance with Rule 13d-1(b) (1) (ii) (J).

Item 4. Ownership.

Reference is hereby made to Items 5-9 and 11 of page two (2) of this Schedule 13G, which Items are incorporated by reference herein. The beneficial ownership of the securities decreased pursuant to the acquisition of the Issuer by Zhone Technologies, Inc. ("Zhone") on September 1, 2005. Each share of the Issuer's common stock was converted into 1.0972 shares of Zhone common stock. As of September 1, 2005 and to date, the reporting person's beneficial ownership of Zhone's common stock was and has been less than 5%.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

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 or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

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Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

BRICOLEUR CAPITAL MANAGEMENT LLC

By: /s/ Robert M. Poole

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Robert M. Poole,  
Management Committee  
Member

DATED: November 10, 2005