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QUEPASA COM INC
Form SC 13G
October 24, 2001

OMB APPROVAL

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. ___) *

QUEPASA.COM, INC.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

74833W-10-7

(CUSIP Number)

October, 15, 2001

(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 the cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of

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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).

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

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- 1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Gary L. Trujillo

- 2. Check the Appropriate Box if a Member of a Group (See Instructions).

Not applicable.

(a) / /

(b) / /

- 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
975,000 (1)
6. Shared Voting Power
70,000 (2)
7. Sole Dispositive Power
975,000 (1)
8. Shared Dispositive Power
None.

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,045,000 (1)

- 10. Check if the Aggregate Amount in Row 9 Excludes Certain Shares (See Instructions) / /

Not applicable.

- 11. Percent of Class Represented by Amount in Row 9

5.6%

- 12. Type of Reporting Person (See Instructions)

IN

(1) Includes options to purchase 975,000 shares of the Issuer's common stock, which are exercisable presently or within 60 days.

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- (2) Includes 70,000 shares to be voted by Mr. Trujillo and Mr. L. William Seidman as voting trustees pursuant to a voting trust agreement with quepasa.com's former Chief Executive Officer, Jeffrey Peterson.

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

SCHEDULE 13G
Information Statement Pursuant to Rules 13d-1 and 13d-2

ITEM 1.

- (a) Name of Issuer:

quepasa.com, inc.

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

One Arizona Center
400 E. Van Buren, Suite 400
Phoenix, AZ 85004

ITEM 2.

- (a) Name of Person Filing:

Gary L. Trujillo.

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

One Arizona Center
400 E. Van Buren, Suite 400
Phoenix, AZ 85004

- (c) Citizenship:

United States of America

- (d) Title of Class of Securities:

Common Stock, \$0.001 par value

- (e) CUSIP Number:

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

- (a) / / Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

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- (b) / / Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) / / Insurance company as defined in section 3(a)(9) of the Act (15 U.S.C. 78c).
- (d) / / Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) / / An 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) / / A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G).
- (h) / / A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) / / A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) / / Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box. /X/

ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 1,045,000(1)
- (b) Percent of class: 5.6%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 975,000(1)
 - (ii) Shared power to vote or to direct the vote: 70,000(2)
 - (iii) Sole power to dispose or to direct the disposition of: 975,000(1)
 - (iv) Shared power to dispose or to direct the disposition of: -0-

INSTRUCTION: For computations regarding securities which represent a right to acquire an underlying security see Section 240.13d-3(d)(1).

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 / /

Not applicable.

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

Not applicable.

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- (1) Includes options to purchase 975,000 shares of the Issuer's common stock, which are exercisable presently or within 60 days.
 - (2) Includes 70,000 shares to be voted by Mr. Trujillo and Mr. L. William Seidman as voting trustees pursuant to a voting trust agreement with quepasa.com's former Chief Executive Officer, Jeffrey Peterson.

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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 GROUP

Not applicable.

ITEM 10. CERTIFICATION

- (a) The following certification shall be included if the statement is filed pursuant to Section 240.13d-1(b):

Not applicable.

- (b) The following certification shall be included if the statement is filed pursuant to Section 240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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.

October 22, 2001

Date

/s/ Gary L. Trujillo

Signature

Gary L. Trujillo / Chairman

Name/Title