

MEADOW VALLEY CORP

Form SC 13D/A

December 28, 2007

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549
SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 6)*
MEADOW VALLEY CORPORATION**

(Name of Issuer)
COMMON STOCK, \$0.001 PAR VALUE

(Title of Class of Securities)
583185103

(CUSIP Number of Class of Securities)
**CD Capital Management LLC
111 South Wacker Drive, Suite 3950
Chicago, Illinois 60606
Attention: John Ziegelman
Telephone: (312) 803-5010**

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

with copy to:

**Greenberg Traurig, LLP
77 West Wacker Drive
Chicago, Illinois 60601
Attention: Peter H. Lieberman, Esq.
Telephone: (312) 456-8400
December 27, 2007**

(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 Rule 13d-1(e), 13d-1(f) or 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 Rule 240.13d-7(b) 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).

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1 NAME OF REPORTING PERSON:
CD Capital Management LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER

NUMBER OF **-0-** (see Item 5)

SHARES SHARED VOTING POWER
BENEFICIALLY **8**
OWNED BY **401,832** (see Item 5)

EACH **9** SOLE DISPOSITIVE POWER

REPORTING

PERSON

-0- (see Item 5)

WITH

SHARED DISPOSITIVE POWER

10

401,832 (see Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

401,832

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

7.8% OF COMMON STOCK⁽¹⁾

TYPE OF REPORTING PERSON

14

IA, OO

(1) Based on 5,133,971 shares of Common Stock of Meadow Valley Corporation outstanding on September 30, 2007, as reported in the Form 10-Q filed by the Issuer on November 8, 2007.

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CUSIP No. **583185103**

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NAME OF REPORTING PERSON:

1

John D. Ziegelman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF

-0- (see Item 5)

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

401,832 (see Item 5)

EACH

9

SOLE DISPOSITIVE POWER

REPORTING

PERSON

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SCHEDULE 13D/A

CD Capital Management LLC, a Delaware limited liability company (CD Capital), and John D. Ziegelman (Mr. Ziegelman), and collectively with CD Capital, the Reporting Persons, are jointly filing this Amendment No. 6 relating to the Statement of Beneficial Ownership on Schedule 13D, as filed with the Securities and Exchange Commission (the Commission) on March 15, 2007, as amended by Amendment No. 1 thereto filed with the Commission on June 8, 2007, Amendment No. 2 thereto filed with the Commission on October 24, 2007, Amendment No. 3 thereto filed with the Commission on October 24, 2007, Amendment No. 4 thereto filed with the Commission on November 6, 2007 and Amendment No. 5 thereto filed with the Commission on December 21, 2007 (collectively, the Schedule 13D).

Except as set forth below, all Items of the Schedule 13D remain unchanged. All capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of the Schedule 13D is hereby amended to add the following information:

Schedule A to this Amendment No. 6 to the Schedule 13D reflects all transactions in securities of the Issuer that have been made since the filing of Amendment No. 5 to the Schedule 13D. All purchases and sales of Common Stock reflected on Schedule A to this Amendment No. 6 to the Schedule 13D were made in open market transactions, and in the case of purchases, with investment funds in accounts under management on behalf of CD Capital, which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business. The total amount of funds expended for such purchases reflected on Schedule A to this Amendment No. 6 to the Schedule 13D was approximately \$63,162.67, which was expended entirely by CD Capital. These amounts are in addition to the amounts previously reported.

The per share price for the purchase of 795 shares of Common Stock on December 20, 2007, which was reflected on Schedule A to Amendment No. 5, should have been \$12.5551 instead of \$12.5606.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended to add the following information:

On December 27, 2007, CD Capital and CD Investment Partners, Ltd. sent two letters to the Issuer, in accordance with the advance notice requirements contained in the Issuer's Bylaws, in connection with the Issuer's 2008 annual meeting of stockholders (including any adjournment thereof, the Annual Meeting): (i) the first of which, nominated Mr. Ziegelman for election to the Board of Directors of the Issuer (the Director Nomination Letter) and (ii) the second of which, submitted a stockholder proposal to amend the Issuer's Bylaws to allow stockholders to call a special meeting of stockholders and requested that such stockholder proposal be included in the Issuer's proxy materials in connection with the Annual Meeting (the Stockholder Proposal Letter). Copies of the Director Nomination Letter and the Stockholder Proposal Letter are attached hereto as Exhibit 99.9 and Exhibit 99.10, respectively, and incorporated herein by reference.

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CD Investment Partners, Ltd., CD Capital, Mr. Ziegelman, ZPII, L.P., and C3 Management Inc. (the Participants) may solicit proxies from all stockholders in support of Mr. Ziegelman's nomination for election to the Issuer's Board of Directors and in support of such stockholder proposal to amend the Bylaws at the Annual Meeting. In that event, the Participants intend to file a proxy statement with the Commission to the extent required by law.

THE PARTICIPANTS ADVISE ALL STOCKHOLDERS OF THE ISSUER TO READ THE PROXY STATEMENT AND OTHER PROXY MATERIALS WHEN AND IF THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. IN ADDITION, THE PARTICIPANTS IN THE PROXY SOLICITATION WILL PROVIDE COPIES OF THE PROXY STATEMENT WHEN AND IF AVAILABLE WITHOUT CHARGE UPON REQUEST. ANY SUCH PROXY MATERIALS WILL ALSO BE AVAILABLE AT NO CHARGE ON THE COMMISSION'S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov).

The Reporting Persons expressly hereby reaffirm the reservation of all rights, options and possible future actions heretofore disclosed by them in this Item 4 to the Schedule 13D.

ITEM 5. INTERESTS IN SECURITIES OF THE ISSUER

Item 5 is hereby amended to add the following information:

As a result of the purchases and sales of shares of Common Stock as reflected on Schedule A to this Amendment No. 6, the aggregate number of shares of Common Stock beneficially owned by the Reporting Persons increased to 401,832, representing approximately 7.8% of the shares of Common Stock presently outstanding based upon the 5,133,971 shares of Common Stock reported by the Issuer to be outstanding as of September 30, 2007 in the Issuer's Form 10-Q filed with the Commission on November 8, 2007.

As a result of the transactions described in this Amendment No. 6 to the Schedule 13D, the Reporting Persons may be deemed to beneficially own shares of Common Stock as follows:

| Name of Reporting Person | Number of Shares of Common Stock | Approximate Percentage of Outstanding Shares |
|--------------------------|---|---|
| Mr. Ziegelman | 401,832 | 7.8% |
| CD Capital | 401,832 | 7.8% |

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 is hereby amended to add the following:

| | |
|---------------|---|
| Exhibit 99.9 | Director Nomination letter dated December 27, 2007 from CD Capital and CD Investment Partners, Ltd. to the Issuer. |
| Exhibit 99.10 | Stockholder Proposal letter dated December 27, 2007 from CD Capital and CD Investment Partners, Ltd. to the Issuer. |

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SIGNATURE

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: December 27, 2007

CD CAPITAL MANAGEMENT LLC

By: ZPII, L.P., its Managing Member

By: C3 Management Inc., its General Partner

BY: /s/ John D. Ziegelman

Name: John D. Ziegelman

Title: President

/s/ John D. Ziegelman

JOHN D. ZIEGELMAN

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This schedule sets forth information with respect to each purchase and sale of Common Stock which was effectuated by the Reporting Persons since the filing of Amendment No. 5. All transactions were effectuated in the open market through a broker.

Purchase (Sale) of Shares effected by CD Capital for the account of CD Investment

| Date | Number of Shares Purchased (Sold) | Price Per Share(\$) | Aggregate Price(\$)⁽¹⁾ |
|-------------|--|--------------------------------|--|
| 12/21/2007 | 4,929 | 12.8145 | \$63,162.67 |

(1) Excludes
commissions and
other
execution-related
costs.

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EXHIBIT INDEX

- Exhibit 99.9 Director Nomination letter dated December 27, 2007 from CD Capital and CD Investment Partners, Ltd. to the Issuer.
- Exhibit 99.10 Stockholder Proposal letter dated December 27, 2007 from CD Capital and CD Investment Partners, Ltd. to the Issuer.