

ROBOTTI ROBERT
Form SC 13D/A
June 29, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D/A

(Amendment No. 2)*

Advanced Marketing Services, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

00753T 10 5

(CUSIP Number)

Robert E. Robotti

c/o Robotti & Company, Incorporated

52 Vanderbilt Avenue

New York, New York 10017

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

June 26, 2006

(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 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 13 Pages).

*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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Schedule 13D

CUSIP No. 00753T 10 5

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

2. Check the Appropriate Box if a Member of a Group (See Instructions)
 (a) []
 (b) []

3. SEC Use Only

4. Source of Funds (See Instructions)
 AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) []

6. Citizenship or Place of Organization
 United States

| | |
|---|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. Sole Voting Power: -0- |
| | 8. Shared Voting Power: 1,333,281 |
| | 9. Sole Dispositive Power: -0- |
| | 10. Shared Dispositive Power: 1,333,281 |

11. Aggregate Amount Beneficially Owned by Each Reporting Person
 1,333,281

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares []

13. Percent of Class Represented by Amount in Row (11)
 7.0%

14. Type of Reporting Person (See Instructions)
 IN, HC

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1. Names of Reporting Persons
 Robotti & Company, Incorporated
 I.R.S. Identification Nos. of above persons (entities only)

2. Check the Appropriate Box if a Member of a Group (See Instructions)
 (a) []
 (b) []

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| | | |
|---|---|---------------------------------------|
| 3. | SEC Use Only | |
| 4. | Source of Funds (See Instructions) WC | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) [] | |
| 6. | Citizenship or Place of Organization New York | |
| Number of Shares Beneficially Owned by Each Reporting Person With | | 7. Sole Voting Power: -0- |
| | | 8. Shared Voting Power: 562,984 |
| | | 9. Sole Dispositive Power: -0- |
| | | 10. Shared Dispositive Power: 562,984 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person 562,984 | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares [] | |
| 13. | Percent of Class Represented by Amount in Row (11) 3.0% | |
| 14. | Type of Reporting Person (See Instructions) CO, HC | |

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| | | |
|-------------------------------------|---|--------------------------------|
| 1. | Names of Reporting Persons Robotti & Company, LLC I.R.S. Identification Nos. of above persons (entities only) | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) [] (b) [] | |
| 3. | SEC Use Only | |
| 4. | Source of Funds (See Instructions) WC | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) [] | |
| 6. | Citizenship or Place of Organization New York | |
| Number of Shares Beneficially | | 7. Sole Voting Power: -0- |
| | | 8. Shared Voting Power: 21,169 |

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| | | |
|-----------------------|--|----------------------------------|
| Owned by Each | 9. | Sole Dispositive Power: -0- |
| Reporting Person With | 10. | Shared Dispositive Power: 21,169 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person 21,169 | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares [] | |
| 13. | Percent of Class Represented by Amount in Row (11) Less than 1% | |
| 14. | Type of Reporting Person (See Instructions) OO | |

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| | | |
|---|---|-----------------------------------|
| 1. | Names of Reporting Persons Robotti & Company Advisors, LLC I.R.S. Identification Nos. of above persons (entities only). | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) [] (b) [] | |
| 3. | SEC Use Only | |
| 4. | Source of Funds (See Instructions) WC | |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) [] | |
| 6. | Citizenship or Place of Organization New York | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. | Sole Voting Power: -0- |
| | 8. | Shared Voting Power: 541,815 |
| | 9. | Sole Dispositive Power: -0- |
| | 10. | Shared Dispositive Power: 541,815 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person 541,815 | |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares [] | |
| 13. | Percent of Class Represented by Amount in Row (11) | |

2.8%

14. Type of Reporting Person (See Instructions)
OO, IA

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

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

3. SEC Use Only

4. Source of Funds (See Instructions)
PF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power: 9,358

8. Shared Voting Power: -0-

9. Sole Dispositive Power: 9,358

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person
9,358

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)
Less than 1%

14. Type of Reporting Person (See Instructions)
IN

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1.

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

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

3. SEC Use Only

4. Source of Funds (See Instructions)
AF
-

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or []
2(e)
-

6. Citizenship or Place of Organization
United States
-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power: -0-

8. Shared Voting Power: 760,939

9. Sole Dispositive Power: -0-

10. Shared Dispositive Power: 760,939

11. Aggregate Amount Beneficially Owned by Each Reporting Person
760,939
-

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares []
-

13. Percent of Class Represented by Amount in Row (11)
4.0%
-

14. Type of Reporting Person (See Instructions)
IN, HC
-

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-
1. Names of Reporting Persons.
Ravenswood Management Company, L.L.C.
I.R.S. Identification Nos. of above persons (entities only).
-

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

3. SEC Use Only

4. Source of Funds (See Instructions)

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WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) []

6. Citizenship or Place of Organization
New York

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power: -0-

8. Shared Voting Power: 760,939

9. Sole Dispositive Power: -0-

10. Shared Dispositive Power: 760,939

11. Aggregate Amount Beneficially Owned by Each Reporting Person
760,939

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares []

13. Percent of Class Represented by Amount in Row (11)
4.0%

14. Type of Reporting Person (See Instructions)
OO

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1. Names of Reporting Persons.
The Ravenswood Investment Company, L.P.
I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) []
(b) []

3. SEC Use Only

4. Source of Funds (See Instructions)
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or []
2(e)

6. Citizenship or Place of Organization
New York

Number of
Shares
Beneficially
Owned by

7. Sole Voting Power: -0-

8. Shared Voting Power: 760,939

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| | |
|----------------------------|---|
| Each Reporting Person With | 9. Sole Dispositive Power: -0- |
| | 10. Shared Dispositive Power: 760,939 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person 760,939 |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares [] |
| 13. | Percent of Class Represented by Amount in Row (11) 4.0% |
| 14. | Type of Reporting Person (See Instructions) PN |

SCHEDULE 13D

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This Statement of Beneficial Ownership on Schedule 13D/A Amendment No. 2 (this "Statement") is filed on behalf of the Reporting Persons with the Securities and Exchange Commission (the "Commission"). This Statement amends as specifically stated herein the amended and restated on Schedule 13D/A Amendment No. 1 (the "Schedule 13D"), filed on May 26, 2006 with the Commission. Capitalized terms used herein and not otherwise defined herein shall have the same meanings ascribed to them in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended and restated to read as follows:

The aggregate purchase price of the 21,169 shares of the Common Stock held by Robotti & Company is \$95,475 (including brokerage fees and expenses). All of the shares of Common Stock beneficially held by Robotti & Company were paid for using the working capital of its discretionary customers.

The aggregate purchase price of the 541,815 shares of the Common Stock held by Robotti Advisors is \$2,432,131 (including brokerage fees and expenses). All of the shares of Common Stock beneficially held by Robotti Advisors were paid for using the working capital of its clients.

The aggregate purchase price of the 9,358 shares of the Common Stock held by Suzanne Robotti is \$43,202 (including brokerage fees and expenses). All of the shares of Common Stock beneficially held by Suzanne Robotti were paid for using her personal funds.

The aggregate purchase price of the 760,939 shares of the Common Stock held by RIC is \$3,234,229 (including brokerage fees and expenses). All of the shares of Common Stock beneficially held by RIC were paid for using its working capital.

Item 4. Purpose of Transaction

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

On June 26, 2006, The Ravenswood Investment Company, L.P. sent a letter (the "June 26 Letter") to Gary Lloyd, Esq., General Counsel, Advanced Marketing Services, Inc. ("Advanced Marketing"). In the letter, RIC stated its concerns as to the condition and direction of the company and its suggestions for future shareholder communication.

The five most significant issues relating to Advanced Marketing are in RIC's view: (1) the current financial position of the company; (2) the reasons for the deregistration of the company's stock and its plans for future reporting of financial and other information; (3) the company's short-term and long-term strategic direction; (4) the reasons for the departure of Bruce C. Myers as president and chief executive officer of Advanced Marketing and his replacement by Gary M. Rautenstrauch, and (5) the reasons for and

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the intended outcome of any other recent staffing changes.

In the June 26 Letter, RIC recommended that (1) an initial investor conference call be scheduled in the near future; (2) the company (A) set and inform shareholders of a schedule when Advanced Marketing will regularly report to shareholders, and (B) give shareholders written assurance both that Advanced Marketing will adhere to the schedule and that all material events will be timely disclosed; (3) all of Advanced Marketing's Directors be present on the initial conference call with shareholders and at least some of the subsequent conference calls; (4) the financial statements that Advanced Marketing provides to its lenders be made available now to all shareholders; and (5) the company report to shareholders the thought process behind, and the likelihood of, a reregistration of its securities both currently and regularly in the future.

A copy of the June 26 Letter is attached hereto as Exhibit 2 and incorporated herein by reference.

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Item Interest in Securities of the Issuer

5.

Item 5(a)-(b) of the Schedule 13D is hereby amended and restated to read as follows:

(a)-(b) As of June 29, 2006, the aggregate number of shares of Common Stock and percentage of the outstanding Common Stock of the Issuer beneficially owned (i) by each of the Reporting Persons, and (ii) to the knowledge of the Reporting Persons, by each other person who may be deemed to be a member of a group, is as follows:

| Reporting Person | Aggregate Number of Shares | Number of Shares: Sole Power to Vote or Dispose | Number of Shares: Shared Power to Vote or Dispose | Approximate Percentage* |
|-----------------------------------|----------------------------|---|---|-------------------------|
| Robotti (1)(2)(3)(5)(6) | 1,333,281 | 0 | 1,333,281 | 7.0% |
| ROBT (1)(2)(3) | 562,984 | 0 | 562,984 | 3.0% |
| Robotti & Company (1)(2) | 21,169 | 0 | 21,169 | ** |
| Robotti Advisors (1)(3) | 541,815 | 0 | 541,815 | 2.8% |
| Suzanne Robotti (1)(4) | 9,358 | 9,358 | 0 | ** |
| Wasiak (1)(6) | 760,939 | 0 | 760,939 | 4.0% |
| RMC (1)(6) | 760,939 | 0 | 760,939 | 4.0% |
| RIC (1)(6) | 760,939 | 0 | 760,939 | 4.0% |

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* Based on 19,055,455 shares of Common Stock, \$0.001 par value, outstanding as of June 1, 2003, as disclosed in the Issuer's Schedule 14A Proxy Statement filed with the Securities and Exchange Commission on July 11, 2003.

** Less than one percent.

(1) Each of the Reporting Persons disclaims beneficial ownership of the securities held by the other Filing Parties except to the extent of such Reporting Person's pecuniary interest therein, if any.

(2) Each of Mr. Robotti and ROBT share with Robotti & Company the power to vote or direct the vote, and share the power to dispose or to direct the disposition of, 21,169 shares of Common Stock owned by the discretionary customers of Robotti & Company and Robotti & Company

(3) Each of Mr. Robotti and ROBT share with Robotti Advisors the power to vote or direct the vote, and share the power to dispose or to direct the disposition of, 541,815 shares of Common Stock owned by the advisory clients of Robotti Advisors.

(4) Suzanne Robotti has the sole power to vote or direct the vote, and has the sole power to dispose or to direct the disposition of, 9,358 shares of Common Stock.

(5) Mr. Robotti may be deemed to be the beneficial owner of the shares of Common Stock set forth in footnote (4) above, through his marriage to Suzanne Robotti.

(6) Each of Messrs. Robotti and Wasiak and RMC share with RIC the power to vote or direct the vote, and share the power to dispose or to direct the disposition of, 760,939 shares of Common Stock owned by RIC.

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Item 5(c) is amended to add the following transactions:

(c) The table below lists all the transactions in the Issuer's Common Stock in the past sixty days by the Reporting Persons. All such transactions were made in the open market

Transactions in Shares Within the Past Sixty Days.

| Party | Date of Purchase/ Sale | Number of Shares of the Common Stock | Buy/Sell | Price Per Share |
|--|------------------------|--------------------------------------|----------|-----------------|
| RIC | 06/23/2006 | 5,000 | BUY | \$3.99 |
| RIC | 06/19/2006 | 2,750 | BUY | \$3.97 |
| RIC | 06/16/2006 | 1,400 | BUY | \$3.97 |
| RIC | 06/15/2006 | 2,200 | BUY | \$3.97 |
| Robotti Advisors' Advisory Clients | 05/23/2006 | 1,500 | BUY | \$3.96 |
| Robotti & Company Discretionary Customers | 05/23/2006 | 1,000 | BUY | \$4.05 |
| Robotti Advisors' Advisory Clients | 05/18/2006 | 1,900 | BUY | \$4.0216 |
| RIC | 05/17/2006 | 12,500 | BUY | \$3.98 |
| Robotti Advisors' Advisory Clients | 05/12/2006 | 3,650 | BUY | \$4.00 |

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| | | | | |
|------------------------------------|------------|-------|------|----------|
| RIC | 05/12/2006 | 2,750 | BUY | \$3.9682 |
| Robotti & Company | 05/04/2006 | 8,000 | SELL | \$3.80 |
| Robotti Advisors' Advisory Clients | 05/02/2006 | 3,471 | BUY | \$3.9277 |

(d)No Person other than the Reporting Persons is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such shares of Common Stock beneficially owned by the Reporting Persons.

(e)Not Applicable.

Item 7. Materials To Be Filed As Exhibits

The following documents are filed herewith or have been previously filed:

1. Joint Filing Agreement dated January 30, 2006 by and among Robert E. Robotti, Robotti & Company, Incorporated, Robotti & Company, LLC, Robotti & Company Advisors, LLC, Suzanne Robotti, Kenneth R. Wasiak, Ravenswood Management Company, L.L.C. and The Ravenswood Investment Company, L.P.
2. Letter dated June 26, 2006, from The Ravenswood Investment Company, L.P. to Gary Lloyd, Esq., General Counsel, Advanced Marketing Services, Inc.

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SIGNATURE

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

Date: June 29, 2006

Robotti & Company, Incorporated

/s/ Robert E. Robotti
Robert E. Robotti

By: /s/ Robert E. Robotti
Name: Robert E. Robotti
Title: President and Treasurer

Robotti & Company, LLC

Robotti & Company Advisors, LLC

By: /s/ Robert E. Robotti
Name: Robert E. Robotti
Title: President and Treasurer

By: /s/ Robert E. Robotti
Name: Robert E. Robotti
Title: President and Treasurer

/s/ Suzanne Robotti
Suzanne Robotti

By: /s/ Kenneth R. Wasiak
Kenneth R. Wasiak

SIGNATURE

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Ravenswood Management Company, L.L.C.

By: /s/ Robert E. Robotti
Name: Robert E. Robotti
Title: Managing Member

The Ravenswood Investment Company, L.P.

By: Ravenswood Management Company, L.L.C.
Its General Partner

By: /s/ Robert E. Robotti
Name: Robert E. Robotti
Title: Managing Member