

BERNICK CAROL L
Form SC 13G/A
February 17, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2*)

Sally Beauty Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

79546E104

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

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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).

1 Names of Reporting Persons

Carol L. Bernick

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

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization

U.S. Citizen

5 Sole Voting Power

Number of

Shares 4,145,939
6 Shared Voting Power

Beneficially

Owned by 7,914,697
Each 7 Sole Dispositive Power

Reporting

Person 9,908,469
8 Shared Dispositive Power
With

2,152,167

9 Aggregate Amount Beneficially Owned by Each Reporting Person

12,060,636

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

11 Percent of Class Represented by Amount in Row (9)

6.6%

12 Type of Reporting Person (See Instructions)

IN

1 Names of Reporting Persons

Leonard H. Lavin

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

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization

U.S. Citizen

5 Sole Voting Power

Number of

0

Shares

6 Shared Voting Power

Beneficially

Owned by

7,775,597

Each

7 Sole Dispositive Power

Reporting

Person

0

8 Shared Dispositive Power

With

7,775,597

9 Aggregate Amount Beneficially Owned by Each Reporting Person

7,775,597

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

11 Percent of Class Represented by Amount in Row (9)

4.3%

12 Type of Reporting Person (See Instructions)

IN

Item 1 (a) Name of Issuer:

Sally Beauty Holdings, Inc.

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

3001 Colorado Boulevard, Denton, Texas 76210-6802

Item 2 (a) Name of Person Filing:

- (1) Carol L. Bernick
- (2) Leonard H. Lavin

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

For each of the filing persons:

c/o Alberto-Culver Company

2525 Armitage Avenue

Melrose Park, IL 60160

Item 2 (c) Citizenship:

For each of the filing persons:

U.S. Citizen

Item 2 (d) Title of Class of Securities:

Common Stock, par value \$0.01 per share (Common Stock)

Item 2 (e) CUSIP Number:

79546E104

Item 3. If this statement is filed pursuant to §§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);
- (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)(19) 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 §240.13d-1(b)(1)(ii)(E);

- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) " A savings associations 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 §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership**(a) Amount beneficially owned:**

(1) Carol L. Bernick. 12,060,636 shares of Common Stock. Includes 5,145,939 shares held as trustee or co-trustee of trusts for the benefit of Leonard H. Lavin and his descendants, including Carol L. Bernick (the Family Trusts); 5,762,530 shares held by a family partnership and 1,152,167 shares held by family foundations.

(2) Leonard H. Lavin. 7,775,597 shares of Common Stock. Includes 1,000,000 shares held as co-trustee of Family Trusts; 5,762,530 shares held by a family partnership and 1,013,067 shares held by a family foundation.

(b) Percent of class:

The percentages are based on 181,919,081 shares of Common Stock outstanding as of November 19, 2008 as reported by the Issuer in its Annual Report on Form 10-K filed with the Securities and Exchange Commission on November 20, 2008.

(1) Carol L. Bernick. 6.6%

(2) Leonard H. Lavin 4.3%

(c) Number of shares as to which the person has:**(i) Sole power to vote or to direct the vote**

(1) Carol L. Bernick. 4,145,939 shares.

(2) Leonard H. Lavin. None.

(ii) Shared power to vote or to direct the vote

(1) Carol L. Bernick. 7,914,697 shares.

(2) Leonard H. Lavin. 7,775,597 shares.

(iii) Sole power to dispose or direct the disposition of

(1) Carol L. Bernick. 9,908,469 shares.

(2) Leonard H. Lavin. None.

(iv) Shared power to dispose or to direct the disposition of

(1) Carol L. Bernick. 2,152,167 shares.

(2) Leonard H. Lavin 7,775,597 shares.

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

Not Applicable.

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.

Item 10. Certification

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.

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: February 17, 2009

Signature: /s/ Carol L. Bernick
Name/Title Carol L. Bernick, individually; as trustee or co-trustee of various trusts; and as an officer of two foundations.

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: February 17, 2009

Signature: /s/ Leonard H. Lavin
Name/Title Leonard H. Lavin, individually; as co-trustee
of several trusts; and as an officer of the
Lavin Family Foundation.