

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 13D/A**  
**Under the Securities and Exchange Act of 1934**

**(Amendment No. 1)\***

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**Fleetwood Enterprises, Inc.**

(Name of Issuer)

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**Common Stock, \$1.00 par value**

(Title of Class of Securities)

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**339099 10 3**

(CUSIP Number)

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**Robert Robotti**  
**c/o Robotti & Company, Incorporated**  
**52 Vanderbilt Avenue, 4<sup>th</sup> Floor**  
**New York, New York 10017**

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

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**June 20, 2008**

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

(Page 1 of 12 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).

1. Names of Reporting Persons.  
Robert E. Robotti

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

3. SEC Use Only

4. Source of Funds  
AF,OO

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 7. Sole Voting Power: -0-

Shares

Beneficially 8. Shared Voting Power: 5,135,215

Owned by

Each

Reporting 9. Sole Dispositive Power: -0-

Person With

10. Shared Dispositive Power: 5,135,215

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,135,215

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

13. Percent of Class Represented by Amount in Row (11)  
6.7%

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

1. Names of Reporting Persons.  
Robotti & Company, Incorporated

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

3. SEC Use Only

4. Source of Funds  
OO

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: 2,699,240
	9. Sole Dispositive Power: -0-
	10. Shared Dispositive Power: 2,699,240

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,699,240

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

13. Percent of Class Represented by Amount in Row (11)  
3.5%

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

1. Names of Reporting Persons.  
Robotti & Company, LLC

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

3. SEC Use Only

4. Source of Funds  
OO

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: 51,390
	9. Sole Dispositive Power: -0-
	10. Shared Dispositive Power: 51,390

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
51,390

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, BD

1. Names of Reporting Persons.  
Robotti & Company Advisors, LLC

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

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3. SEC Use Only

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4. Source of Funds  
OO

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

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6. Citizenship or Place of Organization  
New York

---

Number of 7. Sole Voting Power: -0-

Shares

Beneficially 8. Shared Voting Power: 2,647,850

Owned by

Each

Reporting 9. Sole Dispositive Power: -0-

Person With

10. Shared Dispositive Power: 2,647,850

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11. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,647,850

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

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13. Percent of Class Represented by Amount in Row (11)  
3.5%

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

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- 
1. Names of Reporting Persons.

Kenneth R. Wasiak

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

(a)

(b) ☒ [X]

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3. SEC Use Only
- 

4. Source of Funds

AF

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

☐ [ ]

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6. Citizenship or Place of Organization

United States

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Number of      7. Sole Voting Power: -0-

Shares

Beneficially      8. Shared Voting Power: 2,435,975

Owned by

Each

Reporting      9. Sole Dispositive Power: -0-

Person With

10. Shared Dispositive Power: 2,435,975

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,435,975

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

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

3.2%

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14. Type of Reporting Person (See Instructions)

IN, HC

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1. Names of Reporting Persons.

Ravenswood Management Company, L.L.C.

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

(a)

(b) ☒ [X]

3. SEC Use Only

4. Source of Funds

AF

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 7. Sole Voting Power: -0-

Shares

Beneficially 8. Shared Voting Power: 2,435,975

Owned by

Each

Reporting 9. Sole Dispositive Power: -0-

Person With

10. Shared Dispositive Power: 2,435,975

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,435,975

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

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

3.2%

14. Type of Reporting Person (See Instructions)

OO

- 
1. Names of Reporting Persons.

The Ravenswood Investment Company, L.P.

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

(a)

(b) ☒ [X]

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3. SEC Use Only
- 

4. Source of Funds

WC

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

[ ]

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6. Citizenship or Place of Organization

New York

---

Number of  
Shares

7. Sole Voting Power: -0-

---

Beneficially  
Owned by  
Each

8. Shared Voting Power: 1,705,879

---

Reporting

9. Sole Dispositive Power: -0-

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Person With

10. Shared Dispositive Power: 1,705,879

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11. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,705,879
- 

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

13. Percent of Class Represented by Amount in Row (11)  
2.2%
- 

14. Type of Reporting Person (See Instructions)  
PN
-



1. Names of Reporting Persons.  
Ravenswood Investments III, L.P.

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

3. SEC Use Only

4. Source of Funds  
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: 730,096
	9. Sole Dispositive Power: -0-
	10. Shared Dispositive Power: 730,096

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
730,096

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)  
PN

This Statement on Schedule 13D Amendment No. 1 (this "Statement") is filed on behalf of the Reporting Persons with the Securities and Exchange Commission (the "Commission"). This Statement amends the initial Statement of Beneficial Ownership on Schedule 13D (the "Initial Statement," and as so amended, the "Schedule 13D") relating to shares of the Common Stock, \$1.00 par value (the "Common Stock"), of Fleetwood Enterprises, Inc. (the "Issuer") filed on June 13, 2008 with the Commission as specifically set forth herein. Capitalized terms used herein and not otherwise defined herein shall have the same meanings ascribed to them in the Initial Statement.

### Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Initial Statement is hereby amended and restated to read as follows:

The aggregate purchase price of the 51,390 shares of the Common Stock held by Robotti & Company is \$307,923.21 (including brokerage fees and expenses). All of the shares of Common Stock beneficially held by Robotti & Company were paid for using the personal funds of its discretionary customers.

The aggregate purchase price of the 2,647,850 shares of the Common Stock held by Robotti Advisors is \$12,250,980.87 (including brokerage fees and expenses). All of the shares of Common Stock beneficially held by Robotti Advisors were paid for using the personal funds of its clients.

The aggregate purchase price of the 1,705,879 shares of the Common Stock held by RIC is \$6,157,572.41 (including brokerage fees and expenses). All of the shares of Common Stock beneficially held by RIC were paid for using its working capital.

The aggregate purchase price of the 730,096 shares of the Common Stock held by RI is \$2,631,453.47 (including brokerage fees and expenses). All of the shares of Common Stock beneficially held by RI were paid for using its working capital.

### Item 5. Interest in Securities of the Issuer

Item 5 of the Initial Statement is hereby amended and restated to read as follows:

(a)-(b) As of June 27, 2008, 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)(4)(5)	5,135,215	0	5,135,215	6.73%
ROBT (1)(2)(3)	2,699,240	0	2,699,240	3.54%
Robotti & Company (1)(2)	51,390	0	51,390	**
Robotti Advisors (1)(3)	2,647,850	0	2,647,850	3.47%
Wasiak (1)(4)(5)	2,435,975	0	2,435,975	3.19%
RMC (1)(4)(5)	2,435,975	0	2,435,975	3.19%
RIC (1)(4)	1,705,879	0	1,705,879	2.24%
RI (1)(5)	730,096	0	730,096	**

\*Based on 76,256,522 shares of Common Stock, \$1.00 par value, outstanding as disclosed in the Issuer's Prospectus Supplement filed with the Commission on June 20, 2008.

\*\*Less than one percent.

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(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 51,390 shares of Common Stock owned by the discretionary customers of 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 2,647,850 shares of Common Stock owned by the advisory clients of Robotti Advisors.

(4) 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 1,705,879 shares of Common Stock owned by RIC.

(5) Each of Messrs. Robotti and Wasiak and RMC share with RI the power to vote or direct the vote, and share the power to dispose or to direct the disposition, of 730,096 shares of Common Stock owned by RI.

(c) The table below lists all the transactions in the Issuer's Common Stock since the most recent filing of this Schedule 13D by the Reporting Persons. All RIC and RI transactions were made in a Public Offering by the Issuer. All Robotti Advisors transactions were made in the open market.

## Transactions in Shares Since the Most Recent Filing of this Schedule 13D

Party	Date of Purchase/ Sale	Number of Shares of the Common Stock	Buy/Sell	Price Per Share
RIC	06/20/2008	1,190,000	BUY	\$3.40
RI	06/20/2008	510,000	BUY	\$3.40
Robotti Advisors' Advisory Clients	06/24/2008	(4,650)	SELL	\$3.50

(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.

(The remainder of this page was intentionally left blank)

**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 27, 2008

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

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

Ravenswood Management Company, L.L.C.

The Ravenswood Investment Company, L.P.

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

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

Ravenswood Investments III, L.P.

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

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

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