

Edgar Filing: FOOTSTAR INC - Form SC 13D/A

FOOTSTAR INC  
Form SC 13D/A  
January 02, 2002

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

SCHEDULE 13D  
(AMENDMENT NO. 4)

Under the Securities Exchange Act of 1934

Footstar, Inc.  
-----  
(Name of Issuer)

Common Stock, par value \$.01 per share  
-----  
(Title of Class of Securities)

344912-10-0  
-----  
(CUSIP Number)

Janice V. Sharry, Esq.  
Haynes and Boone, LLP  
901 Main Street, Suite 3100  
Dallas, Texas 75202  
(214) 651-5562

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

December 31, 2001

-----  
(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 Sections 240.13d-1(e), (f) or (g), check the following box.  
[X]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 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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SCHEDULE 13D

-----  
CUSIP No. 344912-10-0  
-----

-----  
1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Partners, L.P., a Delaware limited partnership  
22-2875193

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]  
(b) [ ]

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS

WC

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

N/A

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
7 SOLE VOTING POWER  
2,019,925  
-----  
NUMBER OF  
SHARES 8 SHARED VOTING POWER  
BENEFICIALLY 0  
OWNED BY  
EACH  
REPORTING 9 SOLE DISPOSITIVE POWER  
PERSON 2,019,925  
WITH  
-----  
10 SHARED DISPOSITIVE POWER  
0  
-----

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,005,800

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES [ ]

N/A

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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15.09% (1)

14 TYPE OF REPORTING PERSON

PN

(1) Based on 19,925,315 shares of Common Stock issued and outstanding as of September 29, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 29, 2001, filed with the Securities and Exchange Commission on November 13, 2001.

CUSIP No. 344912-10-0

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Limited, a Bermuda corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

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

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

|  |    |                          |         |
|--|----|--------------------------|---------|
|  | 7  | SOLE VOTING POWER        |         |
|  |    |                          | 438,414 |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 8  | SHARED VOTING POWER      |         |
|  |    |                          | 0       |
|  | 9  | SOLE DISPOSITIVE POWER   |         |
|  |    |                          | 438,414 |
|  | 10 | SHARED DISPOSITIVE POWER |         |

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0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,005,800

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

N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.09% (1)

14 TYPE OF REPORTING PERSON

CO

(1) Based on 19,925,315 shares of Common Stock issued and outstanding as of September 29, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 29, 2001, filed with the Securities and Exchange Commission on November 13, 2001.

CUSIP No. 344912-10-0

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ESL Institutional Partners, L.P., a Delaware limited  
partnership 06-1456821

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

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

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

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|  |   |   |
|--|---|---|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | -----<br>8<br>-----<br>9<br>-----<br>10<br>-----                      | 73,189<br>SHARED VOTING POWER<br>0<br>SOLE DISPOSITIVE POWER<br>73,189<br>SHARED DISPOSITIVE POWER<br>0 |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON          |   |
|  | 3,005,800   |   |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |   |
|  | N/A [ ]   |   |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                    |   |
|  | 15.09% (1)  |   |
| 14   | TYPE OF REPORTING PERSON  |   |
|  | PN  |   |

(1) Based on 19,925,315 shares of Common Stock issued and outstanding as of September 29, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 29, 2001, filed with the Securities and Exchange Commission on November 13, 2001.

-----  
CUSIP No. 344912-10-0  
-----

|   |   |                    |
|---|---|--------------------|
| 1 | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON |                    |
|   | ESL Investors, L.L.C., a Delaware limited liability company<br>13-4095958     |                    |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                              | (a) [X]<br>(b) [ ] |
| 3 | SEC USE ONLY  |                    |
| 4 | SOURCE OF FUNDS   |                    |
|   | WC  |                    |

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

N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

|  |    |                          |         |
|--|----|--------------------------|---------|
|  | 7  | SOLE VOTING POWER        |         |
|  |    |                          | 474,272 |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 8  | SHARED VOTING POWER      |         |
|  |    |                          | 0       |
|  | 9  | SOLE DISPOSITIVE POWER   |         |
|  |    |                          | 474,272 |
|  | 10 | SHARED DISPOSITIVE POWER |         |
|  |    |                          | 0       |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,005,800

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

N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.09% (1)

14 TYPE OF REPORTING PERSON

LLC

(1) Based on 19,925,315 shares of Common Stock issued and outstanding as of September 29, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 29, 2001, filed with the Securities and Exchange Commission on November 13, 2001.

This Amendment No. 4 to Schedule 13D (this "Amendment") amends and supplements the Schedule 13D filed by ESL Partners, L.P., ESL Limited, ESL Institutional Partners, L.P. and ESL Investors, L.L.C., by furnishing the information set forth below. Unless set forth below, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Schedule 13D previously filed with the Securities and Exchange Commission.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and restated in its entirety as follows:

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(a) Pursuant to that certain Joint Filing Agreement, entered into by and among ESL, Limited, Institutional and Investors, dated as of December 20, 2000 (incorporated herein by reference to Exhibit 1 to Amendment No. 1 to Schedule 13D, filed on December 20, 2000), each of ESL, Limited, Institutional and Investors may be deemed to beneficially own 3,005,800 Shares (which is approximately 15.09% of the Shares outstanding as of September 29, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 29, 2001, filed with the Securities and Exchange Commission on November 13, 2001).

(b)

|                                  | Sole<br>Voting<br>Power<br>----- | Shared<br>Voting<br>Power<br>----- | Sole<br>Dispositive<br>Power<br>----- | Shared<br>Dispositi<br>Power<br>----- |
|----------------------------------|----------------------------------|------------------------------------|---------------------------------------|---------------------------------------|
| ESL Partners, L.P.               | 2,019,925                        | 0                                  | 2,019,925                             | 0                                     |
| ESL Limited                      | 438,414                          | 0                                  | 438,414                               | 0                                     |
| ESL Institutional Partners, L.P. | 73,189                           | 0                                  | 73,189                                | 0                                     |
| ESL Investors, L.L.C.            | 474,272                          | 0                                  | 474,272                               | 0                                     |

(c) All transactions in the Shares during the past sixty days, not previously reported by any of the Filing Persons, are set forth on Schedule A attached hereto.

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.

Date: January 2, 2002

ESL PARTNERS, L.P.

By: RBS Partners, L.P., its general partner

By: ESL Investments, Inc., its general partner

By: /s/ EDWARD S. LAMPERT

-----  
Edward S. Lampert  
Chairman

ESL LIMITED

By: ESL Investment Management, LLC,  
its investment manager

By: /s/ EDWARD S. LAMPERT

-----  
Edward S. Lampert

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Managing Member

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, LLC,  
its general partner

By: /s/ EDWARD S. LAMPERT

-----  
Edward S. Lampert  
Managing Member

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., its manager  
By: ESL Investments, Inc., its general  
partner

By: /s/ EDWARD S. LAMPERT

-----  
Edward S. Lampert  
Chairman

SCHEDULE A

TRANSACTIONS IN THE SHARES IN  
THE PAST SIXTY DAYS

IN THE PAST 60 DAYS OR SINCE THE MOST RECENT FILING OF SCHEDULE 13D BY THE  
FILING PERSONS, THE ONLY TRANSACTIONS IN THE SHARES BY ESL WERE:

| Date of Sale | Shares Sold | Price Per Share |
|--------------|-------------|-----------------|
| -----        | -----       | -----           |
| 12/31/01     | 186,085     | \$31.027        |

IN THE PAST 60 DAYS OR SINCE THE MOST RECENT FILING OF SCHEDULE 13D BY THE  
FILING PERSONS, THE ONLY TRANSACTIONS IN THE SHARES BY INSTITUTIONAL WERE:

| Date of Sale | Shares Sold | Price Per Share |
|--------------|-------------|-----------------|
| -----        | -----       | -----           |
| 12/31/01     | 5,596       | \$31.027        |

IN THE PAST 60 DAYS OR SINCE THE MOST RECENT FILING OF SCHEDULE 13D BY THE  
FILING PERSONS, THE ONLY TRANSACTIONS IN THE SHARES BY INVESTORS WERE:

| Date of Sale | Shares Sold | Price Per Share |
|--------------|-------------|-----------------|
| -----        | -----       | -----           |
| 12/31/01     | 43,319      | \$31.027        |