

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

FOOTSTAR INC
Form SC 13D/A
December 28, 2001

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

SCHEDULE 13D
(AMENDMENT NO. 3)

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 27, 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)
 (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	
			2,206,010
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
			0
	9	SOLE DISPOSITIVE POWER	
			2,206,010
	10	SHARED DISPOSITIVE POWER	
			0

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
 PERSON

3,240,800

 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)

16.26%(1)

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 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
 SHARES

 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

8 SHARED VOTING POWER

0

 9 SOLE DISPOSITIVE POWER

438,414

 10 SHARED DISPOSITIVE POWER

0

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

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3,240,800

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)

16.26%(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

78,785

NUMBER OF

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SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	0

	9	SOLE DISPOSITIVE POWER	78,785

	10	SHARED DISPOSITIVE POWER	0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	3,240,800		

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)		
	16.26% (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 Investors, L.L.C., a Delaware limited liability company 13-4095958		

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [X]	(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	517,591
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	0
	9	SOLE DISPOSITIVE POWER	517,591
	10	SHARED DISPOSITIVE POWER	0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,240,800

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)
16.26% (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. 3 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 1. SECURITY AND ISSUER.

The final sentence of Item 1 is hereby amended and restated in its

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entirety as follows:

The address of the principal executive offices of the Issuer is 1 Crosfield Avenue, West Nyack, New York 10994.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

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

(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 3,240,800 Shares (which is approximately 16.26% 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 Voting Power -----	Shared Voting Power -----	Sole Dispositive Power -----
ESL Partners, L.P.	2,206,010	0	2,206,010
ESL Limited	438,414	0	438,414
ESL Institutional Partners, L.P.	78,785	0	78,785
ESL Investors, L.L.C.	517,591	0	517,591

(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: December 28, 2001

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

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ESL LIMITED

By: ESL Investment Management, LLC, its
investment manager

By: /s/ EDWARD S. LAMPERT

Edward S. Lampert
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 SIXTY DAYS, THE ONLY TRANSACTIONS IN THE SHARES BY ESL NOT
PREVIOUSLY REPORTED WERE:

Date of Sale -----	Shares Sold -----	Price Per Share -----
11/26/01	70,610	\$34.150
12/12/01	2,726	32.000
12/27/01	106,173	30.528
12/28/01	32,506	30.737

IN THE PAST SIXTY DAYS, THE ONLY TRANSACTIONS IN THE SHARES BY INSTITUTIONAL NOT
PREVIOUSLY REPORTED WERE:

Date of Sale -----	Shares Sold -----	Price Per Share -----
11/26/01	49	\$34.150

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12/12/01	215	32.000
12/19/01	2,000	30.350
12/19/01	2,000	30.522
12/27/01	820	30.528
12/28/01	982	30.737

IN THE PAST SIXTY DAYS, THE ONLY TRANSACTIONS IN THE SHARES BY INVESTORS NOT PREVIOUSLY REPORTED WERE:

Date of Sale -----	Shares Sold -----	Price Per Share -----
11/26/01	13,441	\$34.150
12/12/01	3,059	32.000
12/19/01	10,000	30.350
12/19/01	57,000	30.522
12/27/01	6,807	30.528
12/28/01	9,412	30.737