

CABLEVISION SYSTEMS CORP /NY
Form SC 13D/A
December 09, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
(Amendment No. 3)
(Rule 13d-101)

Under the Securities Exchange Act of 1934

Cablevision Systems Corporation

(Name of Issuer)

New York Group Class A Common Stock, \$0.01 Par Value

(Title of Class of Securities)

12686C109

(CUSIP Number)

Elizabeth A. Newell
National Broadcasting Company, Inc.
30 Rockefeller Plaza
New York, New York 10112
(212) 664-3307

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

December 5, 2002

(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.

The information required on this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

(Continued on following pages)

SCHEDULE 13D/A

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(New York Group Class A Common Stock, \$0.01 Par Value)

CUSIP No. 12686C109 Page of Pages

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

National Broadcasting Company, Inc.
14-1682529

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 7 SOLE VOTING POWER
SHARES 0

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
EACH 0

REPORTING PERSON 9 SOLE DISPOSITIVE POWER
WITH 0

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0

14 TYPE OF REPORTING PERSON
CO

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SCHEDULE 13D/A

(New York Group Class A Common Stock, \$0.01 Par Value)

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

General Electric Company
 14-0689340

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
 Not Applicable

5 CHECK BOX 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
 SHARES 0

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
 EACH 0

REPORTING PERSON 9 SOLE DISPOSITIVE POWER
 WITH 0

10 SHARED DISPOSITIVE POWER
 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 0

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0

14 TYPE OF REPORTING PERSON
 CO

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(New York Group Class A Common Stock, \$0.01 Par Value)

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

NBC-Rainbow Holding, Inc.
13-4089919

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER
	0	

BENEFICIALLY OWNED BY EACH	8	SHARED VOTING POWER
	0	

REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
	0	

	10	SHARED DISPOSITIVE POWER
	0	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

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

0

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14 TYPE OF REPORTING PERSON

CO

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(New York Group Class A Common Stock, \$0.01 Par Value)

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

 National Broadcasting Company Holding, Inc.
 13-3448662

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

 Not Applicable

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

 Delaware

NUMBER OF 7 SOLE VOTING POWER
 SHARES 0

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
 EACH 0

REPORTING PERSON 9 SOLE DISPOSITIVE POWER
 WITH 0

10 SHARED DISPOSITIVE POWER
 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

 0

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

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

0

14 TYPE OF REPORTING PERSON

CO

This Amendment No. 3 (this "Amendment") amends the Schedule 13D dated October 16, 2001, as amended by Amendment No. 1 thereto dated October 4, 2002 and Amendment No. 2 thereto dated November 4, 2002 (as previously amended, the "Original Statement"; the Original Statement, as amended by this Amendment, being the "Statement"). This Amendment relates to the New York Group Class A Common Stock of the Issuer (the "CVC Stock"). Capitalized terms used herein and not otherwise defined shall have the meanings assigned to them in the Statement.

Item 4. Purpose of Transaction.

Item 4 of the Statement is hereby amended and supplemented by deleting the penultimate paragraph thereto and inserting the following paragraphs before the last paragraph thereof:

"On December 5, 2002 pursuant to an Agreement and Plan of Merger and Exchange dated November 4, 2002, among the Issuer, Bravo Holding Corporation, Bravo II Holding Corporation, Rainbow Media Group, LLC, National Broadcasting Company, Inc. ("NBC"), NBC-Rainbow Holding, Inc. ("NBC Holdings") and Applause Acquisition Corporation (the "Exchange Agreement"), NBC and NBC Holdings delivered into escrow all of the shares of CVC Stock and RMHI Stock owned by them (the "Escrowed Shares") in partial consideration for the acquisition from the Issuer of its 80% partnership interest in the Bravo Programming service and certain related assets.

The Escrowed Shares were released from escrow and delivered to the Issuer on December 7, 2002 as a result of which NBC and NBC Holdings no longer beneficially own any shares of CVC Stock. In addition, each of the Stockholders' Agreement, dated as of October 6, 2000, among the Issuer, CSC Holdings, Inc., NBC and NBC Holdings, and the Registration Rights Agreement, dated as of October 6, 2000, between the Issuer and NBC Holdings, has been terminated and is of no further force or effect.

A copy of the press release issued by NBC, the Issuer and MGM on December 9, 2002 is attached hereto as Exhibit 7. The Exchange Agreement is incorporated herein by reference to Exhibit 5 of Cablevision Systems Corporation's Schedule 13D filed with the Commission on October 16, 2001."

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Item 7. Material to be Filed as Exhibits.

Item 7 of the Statement is hereby amended and supplemented by the addition of the following exhibits:

"7 Press Release issued December 9, 2002 by National Broadcasting Company, Inc., Cablevision Systems Corporation and Metro-Goldwyn-Mayer, Inc."

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SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this Amendment is true, complete and correct.

Dated:

December 9, 2002

GENERAL ELECTRIC COMPANY

By: /s/ Robert E. Healing

Name: Robert E. Healing
Title: Corporate Counsel

December 9, 2002

NATIONAL BROADCASTING COMPANY
HOLDING, INC.

By: /s/ Elizabeth A Newell

Name: Elizabeth A. Newell
Title: Assistant Secretary

December 9, 2002

NATIONAL BROADCASTING COMPANY, INC.

By: /s/ Elizabeth A. Newell

Name: Elizabeth A. Newell
Title: Assistant Secretary

December 9, 2002

NBC-RAINBOW HOLDING, INC.

By: /s/ Elizabeth A. Newell

Name: Elizabeth A. Newell
Title: Assistant Secretary

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Exhibit Index

Exhibit No.	Description
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Press Release issued December 9, 2002 by National
Broadcasting Company, Inc., Cablevision Systems
Corporation and Metro-Goldwyn-Mayer, Inc.

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