

Edgar Filing: ESTEE LAUDER COMPANIES INC - Form SC 13G/A

ESTEE LAUDER COMPANIES INC
Form SC 13G/A
February 07, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULES 13d-1(b), (c) AND (d) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(Amendment No. 6)*

The Estee Lauder Companies Inc.

(Name of Issuer)

Class A Common Stock,
par value \$.01 per share

518439 10 4

(Title of class of securities)

(CUSIP number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

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 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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Exhibit Index Appears on Page 10

CUSIP No.

518439 10 4

13G

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1	NAME OF REPORTING PERSONS:	Ronald S. Lauder
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:*	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION:	United States of America
	NUMBER OF SHARES	5 SOLE VOTING POWER: 26,061,919
	BENEFICIALLY OWNED BY	6 SHARED VOTING POWER: 23,083,917
	EACH REPORTING	7 SOLE DISPOSITIVE POWER: 803,366
	PERSON WITH	8 SHARED DISPOSITIVE POWER: 47,039,472
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	49,145,838 ** SEE
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:*	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):	
12	TYPE OF REPORTING PERSON:	IN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1. Identity of Issuer

- (a) The name of the issuer is The Estee Lauder Companies Inc. (the "Issuer").
- (b) The address of the Issuer's principal executive office is 767 Fifth Avenue, New York, New York 10153.

Item 2. Identity of Person Filing

- (a) - (c) This report is being filed by Ronald S. Lauder with a business address of 767 Fifth Avenue, New York,

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New York 10153 (the "Reporting Person"). The Reporting Person is a citizen of the United States of America.

- (d) - (e) This report covers the Issuer's Class A Common Stock, par value \$.01 per share (the "Class A Common Stock"). The CUSIP number of the Class A Common Stock is 518439 10 4.

Item 3.

Not Applicable.

Item 4.

Ownership

- (a) At December 31, 2001 the Reporting Person beneficially owned 49,145,838 shares of Class A Common Stock as follows: (i) 1,000,000 shares of Class A Common Stock and 24,255,555 shares of Class B Common Stock, par value \$.01 per share, of the Issuer (the "Class B Common Stock") held directly by the Reporting Person; (ii) 3,182 shares of Class A Common Stock and 3,182 shares of Class B Common Stock held indirectly as the sole trustee of The Descendants of Ronald S. Lauder 1966 Trust; (iii) 4,698,951 shares of Class A Common Stock and 12,189,852 shares of Class B Common Stock held indirectly as a co-trustee of The Estee Lauder 1994 Trust; (iv) 15,384 shares of Class A Common Stock and 3,846,154 shares of Class B Common Stock held indirectly as a general partner of Lauder & Sons L.P. and as a co-trustee of The 1995 Estee Lauder RSL Trust, which is also a general partner of Lauder & Sons L.P.; (v) 1,300,000 shares of Class A Common Stock as co-trustee of Estee Lauder 2001 Charitable Trust (the "EL 2001 Trust"); (vi) 313,862 shares of Class A Common Stock held indirectly as a director of The Lauder Foundation; (vii) 36,457 shares of Class A Common Stock held indirectly as Chairman of the Board of Directors of The Ronald S. Lauder Foundation; (viii) 153,257 shares of Class A Common Stock held indirectly as a director of The Jewish Renaissance Foundation; (ix) 530,000 shares of Class A Common Stock held indirectly as a director of The Neue Galerie New York; and (x) 800,002 shares of Class A Common Stock subject to exercisable employee stock options held by the Reporting Person. The Reporting Person disclaims beneficial ownership of: (i) 313,862 shares of Class A Common Stock held indirectly as a director of The Lauder Foundation; (ii) 36,457 shares of

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Class A Common Stock held indirectly as Chairman of the Board of Directors of The Ronald S. Lauder Foundation; (iii) 153,257 shares of Class A Common Stock held indirectly as a director of The Jewish Renaissance Foundation; (iv) 530,000 shares of Class A Common Stock held indirectly as a director

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of The Neue Galerie New York; and (v) 3,182 shares of Class A Common Stock and the 3,182 shares of Class B Common Stock held indirectly as the sole trustee of The Descendants of Ronald S. Lauder 1966 Trust.

At December 31, 2001, the Reporting Person had a short position of 7,394,986 shares of Class A Common Stock. The 24,255,555 shares of Class B Common Stock held directly by the Reporting Person include shares pledged as collateral in amounts equal to the following loans: (i) 3,000,000 shares of Class A Common Stock borrowed from Richard D. Parsons, as trustee of the Trusts f/b/o Aerin Lauder and Jane Lauder u/a/d December 15, 1976 created by Estee Lauder and Joseph H. Lauder, as Grantors (the "Accumulation Trusts"); and (ii) 3,394,986 shares of Class A Common Stock borrowed from Leonard A. Lauder. The 1,000,000 shares of Class A Common Stock held directly are pledged as collateral to secure the loan of 1,000,000 shares of Class A Common Stock borrowed from Richard D. Parsons, as trustee of the Accumulation Trusts. All other shares of Class B Common Stock held directly by the Reporting Person are pledged to Morgan Guaranty Trust Company of New York ("Morgan") as collateral for a credit facility.

In February 1999, The Estee Lauder 1994 Trust entered into a forward purchase agreement (the "TRACES II Contract") with the Estee Lauder Automatic Common Exchange Security Trust II, a trust not affiliated with the Reporting Person, The Estee Lauder 1994 Trust or the Issuer (the "TRACES II Trust"), relating to the disposition by The Estee Lauder 1994 Trust to the TRACES II Trust of not fewer than 3,380,201 nor more than 3,988,438 shares of Class A Common Stock held by The Estee Lauder 1994 Trust on February 23, 2002 (subject to extension and subsequent acceleration) (the "Exchange Date"). In January 2002, the Exchange Date was extended to May 23, 2002 (subject to acceleration). Subject to the right of The Estee Lauder 1994 Trust described in the next sentence, the precise number of shares to be delivered by The Estee Lauder 1994 Trust will be determined in accordance with the TRACES II Contract as of the Exchange Date. The Estee Lauder 1994 Trust has the right to elect to pay cash upon settlement of the TRACES II Contract in lieu of delivering shares. Until there is delivery of the shares to the TRACES II Trust, all 3,988,438 shares of Class A Common Stock continue to be included in the total for The Estee Lauder 1994 Trust.

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(b) Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock and is automatically converted into

one share of Class A Common Stock upon transfer to a person who is not a Permitted Transferee, as that term is defined in the Issuer's Certificate of Incorporation. Assuming conversion of all such shares of Class B Common Stock beneficially owned by the Reporting Person, the Reporting Person would beneficially own 49,145,838 shares of Class A Common Stock, which would constitute 28.8% of the number of shares of Class A Common Stock outstanding.

Each share of Class A Common Stock entitles the holder to one vote on each matter submitted to a vote of the Issuer's stockholders and each share of Class B Common Stock entitles the holder to ten votes on each such matter, including the election of directors of the Issuer. Assuming no conversion of any of the outstanding shares of Class B Common Stock, the 8,851,095 shares of Class A Common Stock and the 40,294,743 shares of Class B Common Stock for which the Reporting Person has voting power constitute 33.9% of the aggregate voting power of the Issuer.

(c) (i) The Reporting Person has sole voting power with respect to 26,061,921 shares of Class A Common Stock as follows: (i) 1,000,000 shares of Class A Common Stock and 29,522,356 shares of Class B Common Stock held directly by the Reporting Person; (ii) 3,182 shares of Class A Common Stock and 3,182 shares of Class B Common Stock held indirectly as the sole trustee of The Descendants of Ronald S. Lauder 1966 Trust; and (iii) 800,002 shares of Class A Common Stock subject to exercisable employee stock options held by the Reporting Person.

(ii) The Reporting Person shares voting power with respect to 23,083,917 shares of Class A Common Stock as follows: (i) the Reporting Person shares voting power with Leonard A. Lauder, as a co-trustee of The Estee Lauder 1994 Trust, with respect to 4,698,951 shares of Class A Common Stock and 12,189,852 shares of Class B Common Stock owned by The Estee Lauder 1994 Trust; (ii) the Reporting Person shares voting power with Leonard A. Lauder, as an individual general partner of Lauder & Sons L.P. and as a co-trustee of The 1995 Estee Lauder LAL Trust, which is a general partner of Lauder & Sons L.P., with respect to 15,384 shares of Class A Common Stock and 3,846,154 shares of Class B Common Stock owned by Lauder & Sons L.P.; (iii) the Reporting Person shares voting power with Ronald S. Lauder as co-trustees of the EL 2001 Trust; (iv) the Reporting Person shares voting power with respect to 313,862 shares of Class A Common Stock held indirectly as a director of The Lauder Foundation; (v) the Reporting Person shares voting power with respect to 36,457 shares of Class A Common Stock held indirectly as Chairman of the Board of Directors of The Ronald S. Lauder Foundation; (vi) the Reporting Person shares voting

power with respect to 153,257 shares of Class A Common Stock held indirectly as a director of The Jewish Renaissance Foundation; and (vii) the

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Reporting Person shares voting power with respect to 230,000 shares of Class A Common Stock held indirectly as a director of The Neue Galerie New York.

- (iii) The Reporting Person has sole dispositive power with respect to 803,3666 shares of Class A Common Stock as follows: (i) 3,182 shares of Class A Common Stock and 3,182 shares of Class B Common Stock held indirectly as the sole trustee of The Descendants of Ronald S. Lauder 1966 Trust; and (ii) 800,002 shares of Class A Common Stock subject to exercisable employee stock options.
- (iv) The Reporting Person shares dispositive power with respect to 47,039,472 shares of Class A Common Stock as follows: (i) the Reporting Person shares dispositive power with Richard D. Parsons, as trustee of the Accumulation Trusts, with respect to 1,000,000 shares of Class A Common Stock and 3,000,000 shares of Class B Common Stock pledged to the Accumulation Trusts; (ii) the Reporting Person shares dispositive power with Leonard A. Lauder with respect to 3,394,986 shares of Class B Common Stock pledged to Leonard A. Lauder; (iii) the Reporting Person shares dispositive power with Morgan with respect to 17,860,569 shares of Class B Common Stock pledged to Morgan as collateral for a credit facility; (iv) the Reporting Person shares dispositive power with Leonard A. Lauder and Ira T. Wender, as co-trustees of The Estee Lauder 1994 Trust, with respect to 4,698,951 shares of Class A Common Stock and 12,189,852 shares of Class B Common Stock owned by The Estee Lauder 1994 Trust; (v) the Reporting Person shares dispositive power with respect to 15,384 shares of Class A Common Stock and 3,846,154 shares of Class B Common Stock owned by Lauder & Sons L.P. with (a) Leonard A. Lauder, as an individual general partner of Lauder & Sons L.P. and as a co-trustee of The 1995 Estee Lauder LAL Trust, which is a general partner of Lauder & Sons L.P., (b) Richard D. Parsons and Ira T. Wender, as co-trustees of The 1995 Estee Lauder RSL Trust, which is a general partner of Lauder & Sons L.P., and (c) Joel S. Ehrenkranz and Ira T. Wender, as co-trustees of The 1995 Estee Lauder LAL Trust, which is a general partner of Lauder & Sons L.P.; (vi) the Reporting Person shares dispositive power with respect to 313,862 shares of Class A Common Stock held indirectly as a director of The Lauder Foundation; (vii) the Reporting Person shares dispositive power with respect to 36,457 shares of Class A Common Stock held indirectly as Chairman of the Board of Directors of The Ronald S.

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Lauder Foundation; (ix) the Reporting Person shares dispositive power with respect to 153,257 shares of Class A Common Stock held indirectly as a director of The Jewish Renaissance Foundation; and (x) the Reporting Person shares dispositive power with respect to 530,000 shares of Class A Common Stock held indirectly as director of The Neue Galerie New York.

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

Not Applicable.

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Item 6. Ownership of More than Five Percent on Behalf of Another Person

Richard D. Parsons, as trustee of the Accumulation Trusts, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the 1,000,000 shares of Class A Common Stock and 3,000,000 shares of Class B Common Stock pledged to the Accumulation Trusts. Leonard A. Lauder has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the 3,394,986 shares of Class B Common Stock pledged to Leonard A. Lauder. Morgan has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the 17,860,569 shares of Class B Common Stock pledged to Morgan as collateral for a credit facility. Aerin Lauder and Jane Lauder, as beneficiaries of The Descendants of Ronald S. Lauder 1966 Trust, have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the 3,182 shares of Class A Common Stock and the 3,182 shares of Class B Common Stock owned by The Descendants of Ronald S. Lauder 1966 Trust. Leonard A. Lauder, as a co-trustee and beneficiary of The Estee Lauder 1994 Trust, and Ira T. Wender, as a co-trustee of The Estee Lauder 1994 Trust, have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the 4,698,951 shares of Class A Common Stock and the 12,189,852 shares of Class B Common Stock owned by The Estee Lauder 1994 Trust. Leonard A. Lauder as co-trustee and beneficiary of the EL 2001 Trust, has the right to receive and the power to direct the receipt of dividends from, or proceeds from the sale of 1,300,000 shares of Class A Common Stock owned by the EL 2001 Trust. The following persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the 15,384 shares of Class A Common Stock and the 3,846,154 shares of Class B Common Stock owned by Lauder & Sons L.P.: (i) Leonard A. Lauder, as an individual general partner of Lauder & Sons L.P. and as a co-trustee and beneficiary of The 1995 Estee Lauder LAL Trust, which is a general partner of Lauder & Sons L.P.; (ii) Richard D. Parsons and Ira T. Wender, as co-trustees of The 1995 Estee Lauder RSL Trust, which is a general partner of Lauder & Sons L.P.; and (iii) Joel S. Ehrenkranz and Ira T. Wender, as co-trustees of The 1995 Estee Lauder LAL Trust, which is a general partner of Lauder & Sons L.P. The Lauder Foundation, of which the Reporting Person is a director, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the 313,862 shares of Class A Common Stock owned by The Lauder Foundation. The Ronald S. Lauder Foundation, of

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which the Reporting Person is Chairman of the Board of Directors, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the 36,457 shares of Class A Common Stock owned by The Ronald S. Lauder Foundation. The Jewish Renaissance Foundation, of which the Reporting Person is a director, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the 153,257 shares of Class A Common Stock owned by The Jewish Renaissance Foundation. The Neue Galerie New York, of which the Reporting Person is a director, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the 530,000 shares of Class A Common Stock owned by The Neue Galerie New York.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable.

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Item 8. Identification and Classification of Members of the Group

The Reporting Person is a party to a Stockholders' Agreement (the "Stockholders' Agreement"), dated November 22, 1995, as amended, among the parties listed on Exhibit A attached hereto. The stockholders who are parties to the Stockholders' Agreement have agreed to vote in favor of the election of Leonard A. Lauder and Ronald S. Lauder and one designee of each as directors of the Issuer. The Stockholders' Agreement also contains certain limitations on the transfer of shares of Class A Common Stock. Each stockholder who is a party to the Stockholders' Agreement has agreed to grant to the other parties a right of first offer to purchase shares of Class A Common Stock of the stockholder in the event the stockholder intends to sell to a person (or group of persons) who is not a Lauder Family Member, as defined therein, except in certain circumstances, such as sales in a widely distributed underwritten public offering or sales made in compliance with Rule 144.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

Not Applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify

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that the information set forth in this statement is true, complete and correct.

Date: February 7, 2002

/s/ Ronald S. Lauder

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EXHIBIT INDEX

Exhibit A -- List of Parties to the Stockholders' Agreement

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