

NEW YORK TIMES CO
Form SC 13D/A
September 21, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS

FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS

THERE TO FILED PURSUANT TO RULE 13-d2(a)

(Amendment No. 7)*

THE NEW YORK TIMES COMPANY

(Name of Issuer)

Class A Common Stock (par value \$0.10 per share)

(Title of Class of Securities)

650111107

(CUSIP Number)

Philip Falcone

450 Park Avenue

30th Floor

New York, New York 10022

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

SEPTEMBER 17, 2009

(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.

IMPORTANT NOTE: THE SECURITIES SET FORTH IN THIS REPORT ARE DIRECTLY BENEFICIALLY OWNED BY HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. (THE "MASTER FUND"). ALL OTHER ENTITIES AND PERSONS ARE INCLUDED WITHIN THIS REPORT DUE TO THEIR AFFILIATION WITH THE MASTER FUND.

* 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.

Edgar Filing: NEW YORK TIMES CO - Form SC 13D/A

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).

CUSIP No. 650111107
SCHEDULE 13D/A

Page 2 of 10

1 NAME OF REPORTING PERSONS

Harbinger Capital Partners Master Fund I, Ltd.

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)

☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER
-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER
23,538,434

9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER
23,538,434

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,538,434

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

☐

Edgar Filing: NEW YORK TIMES CO - Form SC 13D/A

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

16.38%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 650111107
SCHEDULE 13D/A

Page 3 of 10

1 NAME OF REPORTING PERSONS

Harbinger Capital Partners LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

23,538,434

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

23,538,434

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,538,434

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

☐

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

16.38%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 650111107
SCHEDULE 13D/A

Page 4 of 10

1 NAME OF REPORTING PERSONS

Harbinger Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒ x

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

☐ 0

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER
-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER
23,538,434

9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER
23,538,434

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,538,434

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

☐ 0

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

16.38%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 650111107
SCHEDULE 13D/A

Page 5 of 10

1 NAME OF REPORTING PERSONS

Philip Falcone

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒ x

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

☐ 0

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

23,538,434

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

23,538,434

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,538,434

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

☐ 0

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

16.38%

14 TYPE OF REPORTING PERSON

IN

Item 1 Security and Issuer

This Amendment No. 7 to Schedule 13D ("Amendment No. 7") is being filed by the undersigned to amend the Schedule 13D filed by the Reporting Persons on February 11, 2008 (the "Schedule 13D"), as amended by Amendment No. 1 filed on February 19, 2008, Amendment No. 2 filed on February 21, 2008, Amendment No. 3 filed on February 25, 2008, Amendment No. 4 filed on March 17, 2008, Amendment No. 5 filed on November 17, 2008 and Amendment No. 6 filed on March 6, 2009 with respect to the Class A common stock, \$0.01 par value per share (the "Shares"), of The New York Times Company, a New York corporation (the "Issuer"). The address of the Issuer is 620 Eighth Avenue, New York, NY 10018.

Item 2 Identity and Background.

Item 2 of the Schedule 13D is hereby amended and restated in its entirety as follows:

"(a-c, f) This Schedule 13D is being filed by Harbinger Capital Partners Master Fund I, Ltd. (the "Master Fund"), an investment fund; Harbinger Capital Partners LLC ("Harbinger LLC"), the investment manager of the Master Fund; Harbinger Holdings, LLC ("Harbinger Holdings"), the managing member of Harbinger LLC; Philip Falcone, the managing member of Harbinger Holdings and the portfolio manager of the Master Fund (each of the Master Fund, Harbinger LLC, Harbinger Holdings and Mr. Falcone, are each a "Reporting Person", and collectively, the "Reporting Persons").

The Master Fund is a Cayman Islands corporation with its principal business address at c/o International Fund Services (Ireland) Limited, Third Floor, Bishop's Square, Redmond's Hill, Dublin 2, Ireland. Each of Harbinger LLC and Harbinger Holdings is a Delaware limited liability company. Philip Falcone is a United States citizens. The principal business address for each of Harbinger LLC, Harbinger Holdings and Philip Falcone is 450 Park Avenue, 30th Floor, New York, New York 10022.

(d) Philip Falcone has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons have, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.”

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

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

“As of the date hereof the Master Fund may be deemed to beneficially own 23,538,434 Shares.

As of the date hereof Harbinger LLC may be deemed to beneficially own 23,538,434 Shares.

As of the date hereof Harbinger Holdings may be deemed to beneficially own 23,538,434 Shares.

As of the date hereof Philip Falcone may be deemed to beneficially own 23,538,434 Shares.

No borrowed funds were used to purchase the Shares, other than any borrowed funds used for working capital purposes in the ordinary course of business.”

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and restated in its entirety as follows:

“Except as described in this Item 4 and in Item 6 herein, the Reporting Persons have no present plans or proposals that relate to or would result in any of the actions required to be reported herein. However, each Reporting Person expects to evaluate on an ongoing basis the Issuer's financial condition and prospects and its interest in, and intentions with respect to, the Issuer and their investment in the securities of the Issuer, which review may be based on various factors, including whether various strategic transactions have occurred or may occur, the Issuer's business and financial condition, results of operations and prospects, general economic and industry conditions, the securities markets in general and those for the Issuer's securities in particular, as well as other developments and other investment opportunities. Accordingly, each Reporting Person reserves the right to change its intentions and develop plans or proposals at any time, as it deems appropriate for its investors and should it be consistent with its portfolio metrics. In particular, each Reporting Person may at any time and from time to time, in the open market, in privately negotiated transactions or otherwise, acquire additional securities of the Issuer, including additional Shares; dispose of all or a portion of the securities of the Issuer, including the Shares, that the Reporting Persons now own or may hereafter acquire; and/or enter into derivative transactions with institutional counterparties with respect to the Issuer's securities. In addition, the Reporting Persons may engage in discussions with management, members of the Issuer's board of directors (the “Board”), other stockholders of the Issuer and other relevant parties concerning the business, operations, composition of the Board, management, ownership, capital structure, balance sheet management, strategy and future plans of the Issuer.”

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended by and restated in its entirety as follows:

“References to percentage ownerships of Shares in this Schedule 13D are based upon the 143,663,251 Shares stated to be outstanding as of July 31, 2009 by the Issuer in the Issuer's Quarterly Report on Form 10-Q for the quarter period ended June 28, 2008.

(a, b) As of the date hereof, the Master Fund may be deemed to be the beneficial owner of 23,538,434 Shares, constituting 16.38% of the Shares outstanding of the Issuer.

The Master Fund has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 23,538,434 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 23,538,434 Shares.

The Master Fund specifically disclaims beneficial ownership in the Shares reported herein except to the extent it actually exercises voting or dispositive power with respect to such Shares.

(a, b) As of the date hereof, Harbinger LLC may be deemed to be the beneficial owner of 23,538,434 Shares, constituting 16.38% of the Shares outstanding of the Issuer.

Harbinger LLC has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 23,538,434 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 23,538,434 Shares.

Harbinger LLC specifically disclaims beneficial ownership in the Shares reported herein except to the extent it actually exercises voting or dispositive power with respect to such Shares.

(a, b) As of the date hereof, Harbinger Holdings may be deemed to be the beneficial owner of 23,538,434 Shares, constituting 16.38% of the Shares outstanding of the Issuer.

Harbinger Holdings has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 23,538,434 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 23,538,434 Shares.

Harbinger Holdings specifically disclaims beneficial ownership in the Shares reported herein except to the extent it actually exercises voting or dispositive power with respect to such Shares.

(a, b) As of the date hereof, Philip Falcone may be deemed to be the beneficial owner of 23,538,434 Shares, constituting 16.38% of the Shares outstanding of the Issuer.

Mr. Falcone has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 23,538,434 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 23,538,434 Shares.

Mr. Falcone specifically disclaims beneficial ownership in the Shares reported herein except to the extent it actually exercises voting or dispositive power with respect to such Shares.

(c) On September 17, 2009, the Master Fund sold 5,000,000 Shares at a price of \$8.25 per Share.

(d) Not applicable.

(e) As described in Item 6 herein, as of May 1, 2009 Firebrand Investments, LLC, Mr. Scott Galloway and Harbinger Capital Partners NY, LLC (formerly Firebrand/Harbinger, LLC) ("Harbinger NY") have each ceased to be the beneficial owner of more than five percent of the Shares. In addition, as a result of previously reported dispositions, Harbinger Capital Partners Special Situations Fund, L.P. and Harbinger Capital Partners Special Situations GP, LLC have each ceased to be the beneficial owner of more than 5% of the Shares."

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended by adding the following sentence as the last paragraph thereof:

"On May 1, 2009 the LLC Agreement was terminated, except for certain provisions, principally those regarding the distribution of investment proceeds. Since that time all of the Shares held by Harbinger NY have been distributed, or are subject to distribution, to the Master Fund (the only member of Harbinger NY with a beneficial interest in such Shares)."

Item 7. Material to be Filed as Exhibits.

Exhibit P: Joint Filing Agreement

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.

HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

By: Harbinger Capital Partners LLC

By: Harbinger Holdings, LLC,
Managing Member

By: /s/ Philip Falcone
Name: Philip Falcone
Title: Managing Member

HARBINGER CAPITAL PARTNERS LLC

By: Harbinger Holdings, LLC,
Managing Member

By: /s/ Philip Falcone
Name: Philip Falcone
Title: Managing Member

HARBINGER HOLDINGS, LLC

By: /s/ Philip Falcone
Name: Philip Falcone
Title: Managing Member

/s/ Philip Falcone
Philip Falcone

September 21, 2009

Attention: Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001)

EXHIBIT P

JOINT FILING AGREEMENT

The undersigned agree that this Amendment No. 7 relating to the Class A Common Stock (\$0.10 par value per share) of The New York Times Company shall be filed on the date hereof on behalf of the undersigned.

HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

By: Harbinger Capital Partners LLC

By: Harbinger Holdings, LLC,
Managing Member

By: /s/ Philip Falcone
Name: Philip Falcone
Title: Managing Member

HARBINGER CAPITAL PARTNERS LLC

By: Harbinger Holdings, LLC,
Managing Member

By: /s/ Philip Falcone
Name: Philip Falcone
Title: Managing Member

HARBINGER HOLDINGS, LLC

By: /s/ Philip Falcone
Name: Philip Falcone
Title: Managing Member

/s/ Philip Falcone
Philip Falcone

September 21, 2009

Attention: Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001)