

SABRE HOLDINGS CORP
Form SC 13G/A
February 14, 2003

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
Amendment No. 1

Sabre Holdings Corporation

(Name of Issuer)

Class A Common Stock, \$0.01 par value

(Title of Class of Securities)

785905100

(CUSIP Number)

December 31, 2002

(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)

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CUSIP No. 785905100

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

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Goldman Sachs Asset Management, a separate business unit of
The Goldman Sachs Group, Inc.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

New York

5. Sole Voting Power

Number of 8,478,181

Shares

Beneficially

6. Shared Voting Power

0

Owned by

Each

7. Sole Dispositive Power

Reporting

10,575,778

Person

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

10,575,778

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

7.4%

12. Type of Reporting Person

IA

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- Item 1(b). Address of Issuer's Principal Executive Offices:
3150 Sabre Drive
Southlake, TX 76092
- Item 4. Ownership.*
- (a). Amount beneficially owned:
See the response(s) to Item 9 on the attached cover page(s).
- (b). Percent of Class:
See the response(s) to Item 11 on the attached cover page(s).
- (c). Number of shares as to which such person has:
- (i). Sole power to vote or to direct the vote: See the
response(s) to Item 5 on the attached cover page(s).
- (ii). Shared power to vote or to direct the vote: See the
response(s) to Item 6 on the attached cover page(s).
- (iii). Sole power to dispose or to direct the disposition
of: See the response(s) to Item 7 on the attached
cover page(s).
- (iv). Shared power to dispose or to direct the disposition
of: See the response(s) to Item 8 on the attached
cover page(s).
- Item 10. Certification.
By signing below I certify that, to the best of my knowledge
and belief, the securities referred to above were acquired
and are held in the ordinary course of business and were not
acquired and are not held for the purpose of or with the
effect of changing or influencing the control of the issuer
of the securities and were not acquired and are not held in
connection with or as a participant in any transaction having
that purpose or effect.

* In accordance with Securities and Exchange Commission ("SEC") Release No. 34-39538 (January 12, 1998), this filing reflects the securities beneficially owned by Goldman Sachs Asset Management, a separate business unit of The Goldman Sachs Group, Inc. ("GSAM"). GSAM, an investment advisor, disclaims beneficial ownership of any securities managed, on GSAM's behalf, by third parties. This filing does not reflect securities, if any, beneficially owned by any other business unit of The Goldman Sachs Group, Inc. and GSAM hereby disclaims beneficial ownership of any such securities.

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SIGNATURE

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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: February 14, 2003

GOLDMAN, SACHS & CO. on behalf of
Goldman Sachs Asset Management

By: /s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

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