

BURLINGTON COAT FACTORY WAREHOUSE CORP
Form SC 13D/A
January 10, 2003

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)

Burlington Coat Factory Warehouse Corporation

(Name of Issuer)

Common Stock, par value \$1.00 per share
(Title of Class of Securities)

121579 10 6
(Cusip Number)

Andrew R. Milstein
c/o Burlington Coat Factory Warehouse Corporation
1830 Route 130
Burlington, New Jersey 07016
Tel: (609) 387-7800
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

January 2, 2003

(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 which 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.
..

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.

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CUSIP NO. 121579 10 6

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Samgray, L.P.

2. Check the Appropriate Box if a Member of a Group
(See Instructions)

(a)
(b)

3. SEC Use Only

4. Source of Funds (see Instructions): OO

5. Check 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 Bene-ficially owned by each Reporting Person	7.Sole Voting Power:	None
	8.Shared Voting Power:	12,000,000
	9.Sole Dispositive Power:	None
	10.Shared Dispositive Power:	12,000,000

11. Aggregate Amount Beneficially Owned by Each Reporting
Person: 12,000,000 Shares.

12. Check if the Aggregate Amount in Row (11) Excludes Certain
Shares (See Instructions)

13. Percent of Class Represented by Amount in row (11) 7.0%

14. Type of Reporting Person (See Instructions): PN

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CUSIP NO. 121579 10 6

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
Latzim Family LLC
2. Check the Appropriate Box if a Member of a Group
(See Instructions)

(a)
(b)

3. SEC Use Only

- 4. Source of Funds (see Instructions): OO
- 5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
- 6. Citizenship or Place of Organization: United States

Number of Shares Bene-ficially owned by each Reporting Person	7.Sole Voting Power:	None
	8.Shared Voting Power:	12,000,000
	9.Sole Dispositive Power:	None
	10.Shared Dispositive Power:	12,000,000

- 11. Aggregate Amount Beneficially Owned by Each Reporting Person: 12,000,000 Shares.
- 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13. Percent of Class Represented by Amount in row (11) 7.0%
- 14. Type of Reporting Person (See Instructions): OO

CUSIP NO. 121579 10 6

- 1. Name of Reporting Person
SS or I.R.S. Identification No. of Above Person
Andrew R. Milstein
- 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
- 3. SEC Use Only
- 4. Source of Funds (see Instructions): OO
- 5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
- 6. Citizenship or Place of Organization: United States

7.Sole Voting Power: 2,899,663

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Number of Shares	8.Shared Voting Power:	12,000,000
Bene-ficially owned by each	9.Sole Dispositive Power:	2,899,663
Reporting Person	10.Shared Dispositive Power:	12,000,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 14,899,663.

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in row (11) 3.5%

14. Type of Reporting Person (See Instructions): IN

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1. Name of Reporting Person
 SS or I.R.S. Identification No. of Above Person
 Stephen E. Milstein

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)

3. SEC Use Only

4. Source of Funds (see Instructions): OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization: United States

Number of Shares	7.Sole Voting Power:	2,617,588
Bene-ficially owned by each	8.Shared Voting Power:	12,000,000
Reporting Person	9.Sole Dispositive Power:	2,617,588
	10.Shared Dispositive Power:	12,000,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 14,617,588 Shares.

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) x
13. Percent of Class Represented by Amount in row (11) **K2.9%**
14. Type of Reporting Person (See Instructions): IN

CUSIP NO. 121579 10 6

1. Name of Reporting Person
 SS or I.R.S. Identification No. of Above Person
 Lazer Milstein
2. Check the Appropriate Box if a Member of a Group (See Instructions)
- (a) ..
 (b) x
3. SEC Use Only o
4. Source of Funds (see Instructions): OO
5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization: United States

Number of Shares	7.Sole Voting Power:	1,943,901
Bene-ficially owned by each Reporting Person	8.Shared Voting Power:	12,000,000
	9.Sole Dispositive Power:	1,943,901
	10.Shared Dispositive Power:	12,000,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 13,943,901 Shares.
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) x
13. Percent of Class Represented by Amount in row (11) **K1.3%**
14. Type of Reporting Person (See Instructions): IN

Item 1. Security and Issuer

Common stock, par value \$1.00 per share (the "Common Stock") of Burlington Coat Factory Warehouse Corporation, a Delaware corporation (the "Issuer"), whose executive offices are located at 1830 Route 130, Burlington, New Jersey 08016.

Item 2. Identity and Background

(a)-(c) The undersigned hereby file this Schedule 13D Statement on behalf of:

- i. Samgray, L.P., a Delaware limited partnership ("Samgray"). Samgray is a family investment partnership.
- ii. Latzim Family LLC, a Delaware limited liability company ("Latzim"). Latzim is the limited partner of Samgray.
- iii. Andrew R. Milstein ("AM"). AM is a member of Latzim owning one-third of the membership interests in Latzim. AM's principal business occupation is as an Executive Vice President of the Issuer.
- iv. Stephen E. Milstein ("SM"). SM is a member of Latzim owning one-third of the membership interests in Latzim. SM's principal business occupation is as an Executive Vice President of the Issuer.
- v. Lazer Milstein ("LM"). LM is a member of Latzim owning one-third of the membership interests. LM's principal occupation is as the owner and executive of a computer and internet services business.
- vi. Samgray, Latzim, AM, SM and LM are sometimes collectively referred to herein as the "Reporting Persons." The business address of each of the Reporting Persons is c/o Andrew R. Milstein at 1830 Route 130, Burlington, New Jersey 08016.

(d) None of the persons referred to in Paragraph (a) above has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the persons referred to in Paragraph (a) above has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of a competent jurisdiction and as a result of such proceeding was or is 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.

(f) AM, SM and LM are citizens of the United States of America.

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

Effective as of January 2, 2003, AM, SM, LM and Monroe Milstein ("MM") entered into a Limited Partnership Agreement for Samgray (a copy of which is included as Exhibit B hereto) pursuant to which:

(A) Latzim received a general partnership interest in Samgray in exchange for 120,000 shares of Common Stock.

(B) MM received a limited partnership interest in Samgray in exchange for 11,784,000 shares of Common Stock.

(C) AM received a limited partnership interest in Samgray in exchange for 32,000 shares of Common Stock.

(D) SM received a limited partnership interest in Samgray in exchange for 32,000 shares of Common Stock.

(E) LM received a limited partnership interest in Samgray in exchange for 32,000 shares of Common Stock.

The amount of the partnership interests to be received by each of the partners of Samgray will be in proportion to the value of the shares of Common Stock contributed by them.

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Item 4. Purpose of Transaction

The purpose of the acquisition of the shares of Common Stock by the Reporting Persons is for investment and business and estate planning. The Reporting Persons may acquire additional shares of the Issuer from time to time and may dispose of any or all of the shares held by them at any time.

Except as set forth above in this Item 4, the Reporting Persons do not have any plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) and (j), inclusive, of Item 4 of Schedule 13D. Such Persons may, at any time, from time to time, review or reconsider their position with respect to the Issuer, and formulate plans or proposals with respect to any of such matters, but have no present intention of doing so.

Item 5. Interest in Securities of the Issuer

(a) and (b) The number of shares of Common Stock of the Issuer beneficially owned by the Reporting Persons are as follows:

<u>Name</u>	<u>Aggregate Number Of Shares Beneficially Owned</u>	<u>Percentage of Outstanding (1)</u>
Samgray (2)	12,000,000	27.0%
Latzim (2)	12,000,000	27.0%
AM (2)(3)	14,899,663	33.5%
SM (2)(4)	14,617,588	32.9%
LM(2)	13,943,901	31.3%

(1) Based on 44,490,821 shares of Common Stock outstanding as of December 30, 2002.

(2) Includes 12,000,000 shares owned by Samgray as to which Latzim, AM, SM and LM may be deemed to share beneficial ownership.

(3) Includes 79,945 shares of Common Stock held by AM as trustee of the SM 1994 Trust, and 13,032 shares of Common Stock held by AM as Trustee of the SGM 1995 Trust, trusts established for the benefit of the children of SM. AM holds voting and dispositive power with respect to the shares but disclaims any pecuniary intercept in such

shares. Also includes 33,600 shares of Common Stock underlying options granted to AM. Excludes 93,115 shares of Common Stock donated by AM to various trusts established for the benefit of the children of AM, as to which shares AM disclaims beneficial ownership.

(4) Includes (a) 7,218 shares of Common Stock held by SM as trustee under trust agreement dated December 31, 1984 for the benefit of the niece of SM and daughter of AM and (b) 8,591 shares of Common Stock held by SM as trustee under trust agreement dated November 4, 1988 for the benefit of the nephew of SM and son of AM. SM holds voting and dispositive power with respect to the shares but disclaims any pecuniary interest in such shares. Also includes 33,600 shares of Common Stock underlying options granted to AM. Excludes 127,542 shares of Common Stock donated by SM to various trusts established for the benefit of the children of SM, as to which shares SM disclaims beneficial ownership.

(5) Does not include 6,780,346 shares of Common Stock beneficially owned by MM who may be deemed to be a member of a group with the Reporting Persons.

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(c) Except as set forth in response to Item 3, none of the persons listed in response to Item 2 above acquired any ordinary shares of the Issuer during the past 60 days.

(d) Except as described above, no person other than each respective record owner referred to herein of ordinary shares is known to have the right to receive or the power to direct the receipt of dividends from or the proceeds of sale of such shares.

(e) Not applicable.

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

LM has granted power of attorney to his spouse with respect to certain securities of the Issuer owned by LM. Except as described above, there are no contracts, arrangements, understandings or relationships (legal or otherwise), among the persons named in Item 2 hereof, or between such persons and the other person with respect to any securities of the Issuer, including but not limited to transfer or voting of any other securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees or profits, divisions of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits

Exhibit A - Agreement Pursuant to Rule 13d - 1(k).

Exhibit B - Partnership Agreement of Samgray, L.P.

[SIGNATURE PAGE FOLLOWS]

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SIGNATURES

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

Dated: January 6, 2003

SAMGRAY, L.P.

By: Latzim Family LLC (General Partner)

By: /s/ Andrew R. Milstein
Andrew R. Milstein, Member

LATZIM FAMILY LLC

By: /s/ Andrew R. Milstein
Andrew R. Milstein, Member

/s/ Andrew R. Milstein

ANDREW R. MILSTEIN

/s/ Stephen E. Milstein

STEPHEN E. MILSTEIN

LAZER MILSTEIN

By: /s/ Brian T. Flynn
Attorney-in-Fact pursuant power of attorney filed
previously