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GENDELL JEFFREY L ET AL  
Form SC 13G/A  
February 01, 2002

SECURITIES & EXCHANGE COMMISSION  
Washington, D.C. 20549

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Amendment No. 5  
SCHEDULE 13G/A\*  
(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 13d-2(b)

Firstfed America Bancorp, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

337929103  
(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 13G is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 12 Pages)

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\*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 purposes 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. 337929103

13G

Page 2 of 12 Pages

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.

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OF ABOVE PERSONS (ENTITIES ONLY)

Tontine Partners, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\* (a) [X] (b) [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF (5) SOLE VOTING POWER -0- SHARES

BENEFICIALLY (6) SHARED VOTING POWER 65,000 OWNED BY

EACH (7) SOLE DISPOSITIVE POWER -0- REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER 65,000

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 65,000

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.1%

(12) TYPE OF REPORTING PERSON \*\* PN

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 337929103

13G

Page 3 of 12 Pages

(1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tontine Financial Partners, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\* (a) [X] (b) [ ]

(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----  
NUMBER OF (5) SOLE VOTING POWER -0-  
SHARES

BENEFICIALLY (6) SHARED VOTING POWER 444,900  
OWNED BY

EACH (7) SOLE DISPOSITIVE POWER -0-  
REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER 444,900  
-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON 444,900  
-----

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]  
-----

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9) 7.2%  
-----

(12) TYPE OF REPORTING PERSON \*\* PN  
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\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 337929103 13G Page 4 of 12 Pages

-----  
(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY) Tontine Associates, L.L.C.  
-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a) [X]  
(b) [ ]  
-----

(3) SEC USE ONLY  
-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----

NUMBER OF (5) SOLE VOTING POWER -0-  
SHARES

BENEFICIALLY (6) SHARED VOTING POWER 10,000

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OWNED BY \_\_\_\_\_

EACH (7) SOLE DISPOSITIVE POWER -0-

REPORTING \_\_\_\_\_

PERSON WITH (8) SHARED DISPOSITIVE POWER 10,000

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(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,000

-----

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

-----

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2%

-----

(12) TYPE OF REPORTING PERSON \*\* IA

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CUSIP No. 337929103 13G Page 5 of 12 Pages

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(1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tontine Management, L.L.C.

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\* (a) [X] (b) [ ]

-----

(3) SEC USE ONLY

-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

-----

NUMBER OF (5) SOLE VOTING POWER -0-

SHARES \_\_\_\_\_

BENEFICIALLY (6) SHARED VOTING POWER 509,900

OWNED BY \_\_\_\_\_

EACH (7) SOLE DISPOSITIVE POWER -0-

REPORTING \_\_\_\_\_

PERSON WITH (8) SHARED DISPOSITIVE POWER 509,900

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(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
509,900

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
8.2%

(12) TYPE OF REPORTING PERSON \*\*  
OO

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 337929103

13G

Page 6 of 12 Pages

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)  
Tontine Overseas Associates, L.L.C.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a) [X]  
(b) [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF (5) SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 85,000

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING -0-

PERSON WITH (8) SHARED DISPOSITIVE POWER  
85,000

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
85,000

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

(11) PERCENT OF CLASS REPRESENTED

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BY AMOUNT IN ROW (9)

1.4%

(12) TYPE OF REPORTING PERSON \*\*

OO

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CUSIP No. 337929103

13G

Page 7 of 12 Pages

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)

Jeffrey L. Gendell

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF (5) SOLE VOTING POWER

2,500

SHARES

BENEFICIALLY (6) SHARED VOTING POWER

604,900

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER

2,500

REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER

604,900

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

607,400

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

9.8%

(12) TYPE OF REPORTING PERSON \*\*

IN

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 337929103

13G

Page 8 of 12 Pages

The Schedule 13G/A is filed on December 31, 2000 is hereby amended and restated by this Amendment No. 5 to Schedule 13G/A.

Item 1(a). Name of Issuer:

The name of the issuer is Firstfed America Bancorp, Inc. (the "Company").

Item 1(b). Address of Issuer's Principal Executive Offices:

The Company's principal executive offices are located at One Firstfed Park, Swansea, Massachusetts 02777.

Item 2(a). Name of Person Filing:

This statement is filed by:

- (i) Tontine Partners, L.P., a Delaware limited partnership ("TP") with respect to the shares of Common Stock directly owned by it.
- (ii) Tontine Financial Partners, L.P., a Delaware limited partnership ("TFP"), with respect to the shares of Common Stock directly owned by it;
- (iii) Tontine Associates, L.L.C., a limited liability company organized under the laws of the State of Delaware ("TA"), which serves as investment manager to certain managed accounts, with respect to the shares of Common Stock directly owned by the managed accounts;
- (iv) Tontine Management, L.L.C., a limited liability company organized under the laws of the State of Delaware ("TM"), with respect to the shares of Common Stock directly owned by TP; TFP and TA;
- (v) Tontine Overseas Associates, L.L.C., a limited liability company organized under the laws of the State of Delaware ("TOA"), which serves as investment manager to Tontine Overseas Fund, Ltd. ("TOF") and TFP Overseas Fund, Ltd. ("TFPO"), each a company organized under the laws of the Cayman Islands, and certain managed accounts, with respect to the shares of Common Stock directly owned by TOF, TFPO and certain managed accounts; and
- (vi) Jeffrey L. Gendell ("Mr. Gendell"), with respect to the shares of Common Stock directly owned by each of TP, TFP, TA, TOF and TFPO.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the business office of each of the Reporting Persons is 237 Park Avenue, 9th Floor, New York, New York 10017.

CUSIP No. 337929103

13G

Page 9 of 12 Pages

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Item 2(c). Citizenship:

TFP and TP are limited partnerships organized under the laws of the State of Delaware. TA, TM and TOA are limited liability companies organized under the laws of the State of Delaware. Mr. Gendell is a United States citizen.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.01 par value (the "Common Stock").

Item 2(e). CUSIP Number:

337929103

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Act,
- (b)  Bank as defined in Section 3(a)(6) of the Act,
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act,
- (d)  Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e)  Investment Adviser in accordance with Rule 13d-1 (b) (1) (ii) (E),
- (f)  Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b) (1) (ii) (F),
- (g)  Parent Holding Company or control person in accordance with Rule 13d-1 (b) (1) (ii) (G),
- (h)  Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i)  Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Not applicable.

CUSIP No. 337929103

13G

Page 10 of 12 Pages

Item 4. Ownership.

A. Tontine Partners, L.P.

(a) Amount beneficially owned: 65,000

(b) Percent of class: 1.1% The percentages used herein and in the rest of Item 4 are calculated based upon the 6,220,249 shares of Common Stock



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issued and outstanding as of November 2, 2001 as reflected in the Company's Form 10-Q for the quarterly period ending September 30, 2001.

- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 65,000
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 65,000

B. Tontine Financial Partners, L.P.

- (a) Amount beneficially owned: 444,900
- (b) Percent of class: 7.2%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 444,900
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 444,900

C. Tontine Associates, L.L.C.

- (a) Amount beneficially owned: 10,000
- (b) Percent of class: 0.2%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 10,000
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 10,000

D. Tontine Management, L.L.C.

- (a) Amount beneficially owned: 509,900
- (b) Percent of class: 8.2%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 509,900
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 509,900

E. Tontine Overseas Associates, L.L.C.

- (a) Amount beneficially owned: 85,000
- (b) Percent of class: 1.4%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 85,000
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 85,000

F. Jeffrey L. Gendell

- (a) Amount beneficially owned: 607,400
- (b) Percent of class: 9.8%
- (c) (i) Sole power to vote or direct the vote: 2,500
- (ii) Shared power to vote or direct the vote: 604,900
- (iii) Sole power to dispose or direct the disposition: 2,500
- (iv) Shared power to dispose or direct the disposition: 604,900

CUSIP No. 337929103

13G

Page 11 of 12 Pages

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

Not applicable.

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

TM, the general partner of TP and TFP and the managing member of TA, has

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the power to direct the affairs of TP, TFP and TA, including decisions respecting the disposition of the proceeds from the sale of the shares. Mr. Gendell is the managing member of TM, and in that capacity directs its operations. TOF and TFPO have the power to direct the receipt of dividends from or the proceeds of sale of their shares.

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

Not applicable.

Item 8. Identification and Classification of Members of the Group.

See Item 2.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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.

CUSIP No. 337929103

13G

Page 12 of 12 Pages

SIGNATURES

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

DATED: February 1, 2002

/s/ JEFFREY L. GENDELL  
Jeffrey L. Gendell, individually, and as  
managing member of  
Tontine Management, L.L.C.,  
general partner of  
Tontine Partners, L.P. and  
Tontine Financial Partners, L.P., and as  
managing member of  
Tontine Associates, L.L.C. and  
Tontine Overseas Associates, L.L.C.