

WORLD WRESTLING ENTERTAINMENT INC
Form SC 13D/A
March 03, 2010

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)

WORLD WRESTLING ENTERTAINMENT, INC.

(Name of Issuer)

Class A Common Stock, \$0.01 Per Share
(Title of Class of Securities)

98156Q108
(CUSIP Number)

Ms. Suzanne Present
Invemed Catalyst Fund, L.P.
375 Park Avenue, Suite 2205
New York, New York 10152
(212) 843-0542
(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

March 1, 2010
(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), 1(f) or 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(b) for other parties to whom copies are to be sent.

Edgar Filing: WORLD WRESTLING ENTERTAINMENT INC - Form SC 13D/A

*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. 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 (the "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. 98156Q108

Page 2 of 12 Pages

SCHEDULE 13D

1 NAME OF REPORTING PERSON

Invemed Catalyst Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7 SOLE VOTING POWER
64

8 SHARED VOTING POWER
-0-

9 SOLE DISPOSITIVE POWER
64

10 SHARED DISPOSITIVE POWER
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

64

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

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

Less than 1%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 98156Q108

Page 3 of 12 Pages

SCHEDULE 13D

1 NAME OF REPORTING PERSON

Inveded Catalyst GenPar, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7 SOLE VOTING POWER

64

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

64

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

64

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

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

Less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 98156Q108

Page 4 of 12 Pages

SCHEDULE 13D

1 NAME OF REPORTING PERSON

Gladwyne Catalyst GenPar, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7 SOLE VOTING POWER
-0-

8 SHARED VOTING POWER
64

9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER
64

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

64

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

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

Less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 98156Q108

Page 5 of 12 Pages

SCHEDULE 13D

1 NAME OF REPORTING PERSON

Inveded Securities, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7 SOLE VOTING POWER
11,316

8 SHARED VOTING POWER
64

9 SOLE DISPOSITIVE POWER
11,316

10 SHARED DISPOSITIVE POWER
64

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,380

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

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

Less than 1%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 98156Q108

Page 6 of 12 Pages

SCHEDULE 13D

1 NAME OF REPORTING PERSON

Kenneth G. Langone

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX 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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 89,132
	8	SHARED VOTING POWER 11,380
	9	SOLE DISPOSITIVE POWER 89,132
	10	SHARED DISPOSITIVE POWER 11,380

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

100,512

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

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

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. 98156Q108

Page 7 of 12 Pages

SCHEDULE 13D

1 NAME OF REPORTING PERSON

Michael Solomon

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX 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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 119,003
8	8	SHARED VOTING POWER 64
9	9	SOLE DISPOSITIVE POWER 119,003
10	10	SHARED DISPOSITIVE POWER 64
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
119,067		

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

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

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. 98156Q108

Page 8 of 12 Pages

SCHEDULE 13D

This Amendment No. 2 to Schedule 13D is being filed to amend and supplement the Schedule 13D, dated August 30, 2001, as amended by Amendment No. 1, dated November 20, 2009, with respect to the Class A Common Stock, \$0.01 per share (the "Common Stock"), of World Wrestling Entertainment, Inc., a Delaware corporation (the "Company").

Item 1. Security and Issuer.

No material change.

Item 2. Identity and Background.

(a) through (c) - No material change.

The second sentence of (d)-(e) is hereby amended and restated in its entirety as follows:

Based on the relationships between and among the Reporting Persons as set forth herein, the Reporting Persons may be deemed to constitute a "group" that, as of the date hereof, collectively beneficially owns 219,515 shares of Common Stock (less than 1% of the Company's total number of shares of Common Stock outstanding), for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended.

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

No material change.

SCHEDULE 13D

Item 4. Purpose of Transaction.

The first paragraph of this Item 4 is hereby amended and restated in its entirety as follows:

On March 1, 2010, the Fund directed the distribution of an aggregate of 1,291,363 shares of Common Stock pro rata to its partners. The shares received by Catalyst GenPar are being further distributed pro rata to its members. In connection with the distribution, Invemed will receive directly 5,658 shares of Common Stock, Langone will receive directly 44,566 shares of Common Stock and Solomon will receive directly 10,226 shares of Common Stock. No consideration is being paid in connection with the distributions.

Item 5. Interest in Securities of the Issuer.

This Item 5 is hereby amended and restated in its entirety as follows:

- (a) The aggregate percentage of shares of Common Stock reported as owned by each Reporting Person is based upon 25,721,433 shares of Common Stock outstanding as of February 5, 2010, which is the total number of shares of Common Stock outstanding as of such date as reported by the Company in its Annual Report on Form 10-K filed with the SEC on February 25, 2010. Based on calculations made in accordance with Rule 13d-3(d), the Fund beneficially owns 64 shares of Common Stock constituting less than 1% of the outstanding shares of Common Stock. Each of the Reporting Persons may also be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) the 64 shares of Common Stock, constituting less than 1% of the outstanding shares of Common Stock, owned by the Fund. However, such persons (other than the Fund) disclaim beneficial ownership of such shares of Common Stock.

SCHEDULE 13D

- (b) The Fund has sole power to vote and dispose the 64 shares reported herein. Catalyst GenPar, as the general partner of the Fund, has the sole power to vote and dispose of the 64 shares of Common Stock owned by the Fund. Each of Gladwyne GenPar and Invemed, as managing members of Catalyst GenPar, may be deemed to have shared voting and dispositive power over the shares of Common Stock owned by the Fund. Invemed may also be deemed to have sole voting and dispositive power with respect to 11,316 shares of Common Stock owned directly by Invemed. Kenneth G. Langone, as the principal shareholder and Chief Executive Officer of Invemed, may be deemed to have shared voting and dispositive power over the shares of Common Stock owned by the Fund and Invemed. Langone may also be deemed to have sole voting and dispositive power with respect to 89,132 shares of Common Stock owned directly by him. Solomon, as the sole managing member of Gladwyne GenPar, may be deemed to have shared voting and dispositive power over the shares of Common Stock owned by the Fund. Solomon may also be deemed to have sole voting and dispositive power with respect to 119,003 shares of Common Stock owned directly by him.
- (c) Except as otherwise set forth herein, to the knowledge of the Reporting Persons with respect to the persons named in response to Item 5(a), none of the persons named in response to Item 5(a) has effected any transactions in shares of Common Stock other than the distributions described above during the past 60 days. From time to time, in his capacity as a director of the Company, Solomon receives shares of Common Stock in lieu of cash as directors' fees, including 1,582 shares of Common Stock received on January 4, 2010.
- (d) No person other than the persons listed is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any Common Stock of the Company owned by any member of the group.
- (e) Not applicable.

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

No material change.

CUSIP No. 98156Q108

Page 11 of 12 Pages

SCHEDULE 13D

Item 7. Materials to be Filed as Exhibits.

- Exhibit 1: Agreement relating to the filing of joint acquisition statements as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (previously filed).
- Exhibit 2: Stock Purchase Agreement, dated as of August 23, 2001, between Vincent K. McMahon, in his capacity as trustee on behalf of the Trust and the Fund (previously filed).
- Exhibit 3: Stockholders Agreement, dated as of August 30, 2001, between the Trust, Vincent K. McMahon and the Fund (previously filed).
- Exhibit 4: Registration Rights Agreement, dated as of August 30, 2001, between the Company and the Fund (previously filed).
-

CUSIP No. 98156Q108

Page 12 of 12 Pages

SCHEDULE 13D

SIGNATURES

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.

Dated: March 3, 2010.

INVEMED CATALYST FUND, L.P.

By: INVEMED CATALYST GENPAR, LLC,
General Partner

By: GLADWYNE CATALYST GENPAR, LLC,
Managing Member

By: /s/ Suzanne Present
Name: Suzanne Present
Title: Member

INVEMED CATALYST GENPAR, LLC

By: GLADWYNE CATALYST GENPAR, LLC,
Managing Member

By: /s/ Suzanne Present
Name: Suzanne Present
Title: Member

GLADWYNE CATALYST GENPAR, LLC

By: /s/ Suzanne Present

Name: Suzanne Present

Title: Member

INVEMED SECURITIES, INC.

By: /s/ John Baron

Name: John Baron

Title: Chief Financial Officer

/s/ Kenneth G. Langone

Kenneth G. Langone

/s/ Michael Solomon

Michael Solomon