

Edgar Filing: LENDINGTREE INC - Form SC 13G/A

LENDINGTREE INC  
Form SC 13G/A  
February 14, 2002

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

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

LendingTree, Inc.

-----  
(Name of Issuer)

Common Stock, \$0.01 par value

-----  
(Title of Class of Securities)

52602Q105

-----  
(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 is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

Page 1 of 7 pages

-----  
CUSIP No. 52602Q105

13G  
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- 1. Name of Reporting Person  
I.R.S. Identification No. of above Person

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Goldman, Sachs & Co.

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 0

Shares

Beneficially

6. Shared Voting Power

89,326

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

89,326

9. Aggregate Amount Beneficially Owned by Each Reporting Person

89,326

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

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

0.5%

12. Type of Reporting Person

BD-PN-IA

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Page 2 of 7 pages

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CUSIP No. 52602Q105  
-----

13G

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

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

Delaware

- 5. Sole Voting Power

Number of  
Shares

803,081

Beneficially

- 6. Shared Voting Power

89,326

Owned by

Each

- 7. Sole Dispositive Power

Reporting

803,081

Person

With:

- 8. Shared Dispositive Power

89,326

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

892,407

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

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

4.7%

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12. Type of Reporting Person

HC-CO  
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Page 3 of 7 pages

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CUSIP No. 52602Q105

13G  
-----

-----  
1. Name of Reporting Person

I.R.S. Identification No. of above Person

Stone Street Fund 1999, L.P.  
-----

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

(a)

(b)   
-----

3. SEC Use Only  
-----

-----  
4. Citizenship or Place of Organization

Delaware  
-----

5. Sole Voting Power

Number of 0

Shares

Beneficially

-----  
6. Shared Voting Power

89,229

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting 0

Person

-----  
8. Shared Dispositive Power

With:

89,229  
-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person

89,229

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

-----  
11. Percent of Class Represented by Amount in Row (9)  
0.5%

-----  
12. Type of Reporting Person  
PN  
-----

Page 4 of 7 pages

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CUSIP No. 52602Q105 13G  
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-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person  
Stone Street 1999, L.L.C.

-----  
2. Check the Appropriate Box if a Member of a Group  
(a) [ ]  
(b) [ ]

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization  
Delaware

-----  
5. Sole Voting Power  
Number of 0  
Shares

-----  
6. Shared Voting Power  
Beneficially 89,229  
Owned by

-----  
7. Sole Dispositive Power  
Each 0  
Reporting

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Person -----  
8. Shared Dispositive Power  
With:  
89,229

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
89,229

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

-----  
11. Percent of Class Represented by Amount in Row (9)  
0.5%

-----  
12. Type of Reporting Person  
00  
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Page 5 of 7 pages

- Item 4. Ownership. (1) (2)
- (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 5. Ownership of Five Percent or Less of a Class.  
If this statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following [X].

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.  
See Exhibit (99.2) as previously reported.

Item 10. 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.

-----  
(1) In accordance with Securities and Exchange Commission ("SEC") Release No. 34-39538 (January 12, 1998), this filing reflects the fact that The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs") do not report the beneficial ownership of the securities beneficially owned by the asset management unit of Goldman Sachs (the "Asset Management Unit"). The Asset Management Unit will separately report, to the extent required, its beneficial ownership of securities.

(2) GS Group and Goldman Sachs each disclaim beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which Goldman Sachs or employees of Goldman Sachs have voting or investment discretion, or both and (ii) certain investment entities, of which a subsidiary of GS Group or Goldman Sachs is the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than GS Group, Goldman Sachs or their affiliates.

Page 6 of 7 pages

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.

Date: February 14, 2002

GOLDMAN, SACHS & CO.

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Roger S. Begelman

By:/s/ Roger S. Begelman

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

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

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STONE STREET FUND 1999, L.P.

STONE STREET 1999, L.L.C.

By:/s/ Roger S. Begelman

By:/s/ Roger S. Begelman

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Name: Roger S. Begelman

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Name: Roger S. Begelman

Title: Attorney-in-fact

Title: Attorney-in-fact

Page 7 of 7 pages