GART SPORTS CO Form SC 13G/A February 14, 2003

OMB APPROVAL
OMB Number: 3235-0145
Expires: December 31, 2005
Estimated average burden
hours per response. . . 11

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

## **SCHEDULE 13G**

**Under the Securities Exchange Act of 1934** 

(Amendment No. 1)\*

# **Gart Sports Company**

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

366630 10 1

(CUSIP Number)

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

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

\* 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.

Rule 13d-1(d)

The information required in 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 (however, see the Notes).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CUS	SIP No. 366630 10 1		Amendment No. 1 to Schedule 13G			Page 2 of 12 pages
1.	NAME OF REPORTING I.R.S. IDENTIFICATION Green Equity Investor	NOS. OF A	ABOVE PERSONS (ENTITIES ONLY)			
2.	CHECK THE APPROPR	IATE BOX	IF A MEMBER OF A GROUP*	(a) (b)	0	
3.	SEC USE ONLY					
4.	CITIZENSHIP OR PLAC	CE OF ORGA	ANIZATION			
		5.	SOLE VOTING POWER			
	NUMBER OF SHARES BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER 3,113,200			
	EACH REPORTING PERSON WITH:	7.	SOLE DISPOSITIVE POWER  0			
		8.	SHARED DISPOSITIVE POWER 3,113,200			

10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	o
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 26.2%	
12.	TYPE OF REPORTING PERSON* PN	

CUS	SIP No. 366630 10 1		Amendment No. 1 to Schedule 13G		Page 3 of 12 pages
1.	NAME OF REPORTING I.R.S. IDENTIFICATION Leonard Green & As	N NOS. OF A	ABOVE PERSONS (ENTITIES ONLY)P.		
2.	CHECK THE APPROPR	RIATE BOX	IF A MEMBER OF A GROUP*	(a) (b)	0
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLAC	CE OF ORGA	ANIZATION		
		5.	SOLE VOTING POWER		
	NUMBER OF SHARES BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER 3,113,200		
	EACH REPORTING PERSON WITH:	7.	SOLE DISPOSITIVE POWER		
		8.	SHARED DISPOSITIVE POWER 3,113,200		

10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	0
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 26.2%	
12.	TYPE OF REPORTING PERSON* PN	

SIP No. 366630 10 1		Amendment No. 1 to Schedule 13G		Page 4 of 12 page
I.R.S. IDENTIFICATION	NOS. OF A			
CHECK THE APPROPR	IATE BOX	IF A MEMBER OF A GROUP*	(a) (b)	o o
SEC USE ONLY				
CITIZENSHIP OR PLAC	CE OF ORGA	ANIZATION		
	5.	SOLE VOTING POWER 0		
NUMBER OF SHARES BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER 3,113,200		
EACH REPORTING PERSON WITH:	7.	SOLE DISPOSITIVE POWER		
	8.	SHARED DISPOSITIVE POWER 3,113,200		
	NAME OF REPORTING I.R.S. IDENTIFICATION Leonard Green & Pa CHECK THE APPROPR  SEC USE ONLY  CITIZENSHIP OR PLACE Delaware  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF A Leonard Green & Partners, L.P  CHECK THE APPROPRIATE BOX I  SEC USE ONLY  CITIZENSHIP OR PLACE OF ORGA Delaware  5.  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON 7. WITH:	NAME OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Leonard Green & Partners, L.P.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  SEC USE ONLY  CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  5. SOLE VOTING POWER  0  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  7. SOLE DISPOSITIVE POWER  0  8. SHARED DISPOSITIVE POWER	NAME OF REPORTING PERSONS LR.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Leonard Green & Partners, L.P.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) (b)  SEC USE ONLY  CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  5. SOLE VOTING POWER  0  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 0  8. SHARED DISPOSITIVE POWER

10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	0
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 26.2%	
12.	TYPE OF REPORTING PERSON* PN	

SIP No. 366630 10 1		Amendment No. 1 to Schedule 13G		Page	5 of 12 pages
I.R.S. IDENTIFICATION	NOS. OF A	ABOVE PERSONS (ENTITIES ONLY)			
CHECK THE APPROPR	IATE BOX	IF A MEMBER OF A GROUP*	(a) (b)	0	
SEC USE ONLY					
CITIZENSHIP OR PLAC	CE OF ORGA	ANIZATION			
	5.	SOLE VOTING POWER 0			
NUMBER OF SHARES BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER 3,113,200			
EACH REPORTING PERSON WITH:	7.	SOLE DISPOSITIVE POWER			
	8.	SHARED DISPOSITIVE POWER 3,113,200			
	I.R.S. IDENTIFICATION LGP Management, In CHECK THE APPROPR  SEC USE ONLY  CITIZENSHIP OR PLACE Delaware  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF A LGP Management, Inc.  CHECK THE APPROPRIATE BOX I  SEC USE ONLY  CITIZENSHIP OR PLACE OF ORGA Delaware  5.  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON 7. WITH:	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  LGP Management, Inc.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  SEC USE ONLY  CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  5. SOLE VOTING POWER  0  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  7. SOLE DISPOSITIVE POWER  0  8. SHARED DISPOSITIVE POWER	NAME OF REPORTING PERSONS LR.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  LGP Management, Inc.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) (b)  SEC USE ONLY  CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  5. SOLE VOTING POWER  0  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  0  8. SHARED DISPOSITIVE POWER	NAME OF REPORTING PERSONS LR.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  LGP Management, Inc.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) 0 (b) 0  SEC USE ONLY  CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware  5. SOLE VOTING POWER  0  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  0  8. SHARED DISPOSITIVE POWER

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

3,113,200

8

10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	0
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 26.2%	
12.	TYPE OF REPORTING PERSON* CO	

CUS	SIP No. 366630 10 1		Amendment No. 1 to Schedule 13G			Page 6 of 12 pages
1.	NAME OF REPORTING I.R.S. IDENTIFICATION Jonathan D. Sokolof					
2.	CHECK THE APPROPR	LIATE BOX	IF A MEMBER OF A GROUP*	(a) (b)	0	
3.	SEC USE ONLY					
4.	CITIZENSHIP OR PLACE United States of Ame		ANIZATION			
		5.	SOLE VOTING POWER			
	NUMBER OF SHARES BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER 3,113,200			
	EACH REPORTING PERSON WITH:	7.	SOLE DISPOSITIVE POWER  0			
		8.	SHARED DISPOSITIVE POWER 3,113,200			
			3,113,200			

10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	0
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 26.2%	
12.	TYPE OF REPORTING PERSON* IN	

					Page 7 of 12 pages
NAME OF REPORTING I.R.S. IDENTIFICATION  Jonathan A. Seiffer		BOVE PERSONS (ENTITIES ONLY)			
CHECK THE APPROPR	IATE BOX	F A MEMBER OF A GROUP*	(a) (b)	o 0	
SEC USE ONLY					
		ANIZATION			
	5.	SOLE VOTING POWER 700			
NUMBER OF SHARES BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER 3,113,200			
EACH REPORTING PERSON WITH:	7.	SOLE DISPOSITIVE POWER 700			
	8.	SHARED DISPOSITIVE POWER 3,113,200			
	CHECK THE APPROPRISE  SEC USE ONLY  CITIZENSHIP OR PLACE  United States of Ame  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	CHECK THE APPROPRIATE BOX I	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  SEC USE ONLY  CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America  5. SOLE VOTING POWER 700  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 7. SOLE DISPOSITIVE POWER 700  8. SHARED DISPOSITIVE POWER	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) (b)  SEC USE ONLY  CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America  5. SOLE VOTING POWER 700  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 700  8. SHARED DISPOSITIVE POWER 700	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) 0  (b) 0  SEC USE ONLY  CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America  5. SOLE VOTING POWER 700  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 700  8. SHARED DISPOSITIVE POWER 700  8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,113,900

10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	0
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 26.3%	
12.	TYPE OF REPORTING PERSON* IN	

CUSIP No. 366630 10 1

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Item 1(a). Name of Issuer

Gart Sports Company (the Issuer )

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

1050 West Hampden Avenue Englewood, Colorado 80110

Item 2(a). Name of Person Filing

(A) Green Equity Investors, L.P. (GEI), Leonard Green & Associates, L.P. (LGA), Leonard Green & Partners, L.P. (LGP), and LGP Management, Inc. (LGPM)

GEI is the record owner of 3,113,200 shares of the Issuer's common stock, par value \$0.01 per share (the Common Stock ). LGA is the general partner of GEI. LGP is the management company of GEI. LGPM is the general partner of LGP. As a result of their relationship with GEI, each of LGA, LGP, and LGPM may be deemed to have shared voting and investment power with respect to the Common Stock beneficially owned by GEI. LGA, LGP, and LGPM, however, disclaim beneficial ownership of such shares of Common Stock.

(B) Jonathan D. Sokoloff

Jonathan D. Sokoloff directly (whether through ownership interest or position) or indirectly through one or more intermediaries, may be deemed to control GEI, LGA, LGP, and/or LGPM. Messr. Sokoloff is a general partner of LGA and a managing partner of LGP. As such, Messr. Sokoloff may be deemed to have shared voting and investment power with respect to all Common Stock beneficially owned by GEI. Messr. Sokoloff, however, disclaims beneficial ownership of such shares of Common Stock beneficially owned by GEI.

(C) Jonathan A. Seiffer

Jonathan A. Seiffer directly (whether through ownership interest or position) or indirectly through one or more intermediaries, may be deemed to control GEI, LGA, LGP, and/or LGPM. Messr. Seiffer is a partner of LGP. As such, Messr. Seiffer may be deemed to have shared voting and investment power with respect to all Common Stock beneficially owned by GEI. Messr. Seiffer, however, disclaims beneficial ownership of such shares of Common Stock beneficially owned by GEI.

Item 2(b).

#### Address of Principal Business Office, or, if None, Residence

(A), (B) and (C):

11111 Santa Monica Boulevard, Suite 2000 Los Angeles, California 90025

Item 2(c). Citizenship

(A) Delaware

(B) and (C) United States of America

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Item 2(d).	Title of Class of Securities								
	This statement relates to the Issuer's Common Stock, par value \$0.01 per share.								
Item 2(e	m 2(e).CUSIP Number								
	366630 10 1								
Item 3.									
	Not Applicable.								
Item 4.	Ownership								
	(a) Amount Beneficially Owned:								
		(A)	3,113,200						
	LGA, L	LGA, LGP, and LGPM expressly disclaim beneficial ownership of Common Stock beneficially owned by GEI.							
		(B)	3,113,200						
	Messr. S	Messr. Sokoloff expressly disclaims beneficial ownership of Common Stock beneficially owned by GEI.							
		(C)	3,113,900						
	Messr. S	ssr. Seiffer expressly disclaims beneficial ownership of Common Stock beneficially owned by GEI.							
	The number of shares reported as beneficially owned in (A), (B) and (C) above are as of December 31, 2002.								
	(b) Percent of Class:								
		(A) and	I (B)	26.2%					
		(C)		26.3%					
	Percentages (A), (B) and (C) are calculated based on 11,862,419 shares of Common Stock issued and outstanding as of November 1 2002, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 2, 2002, filed with the Securities and Exchange Commission on November 27, 2002 (File No. 0-23515).								
	(c)		Number of shares as to which such person has:						
		(i)	Sole pow	Sole power to vote or to direct the vote:					
			(A)		0				
			(B)		0				
			(C)		700				

Shared power to vote or to direct the vote:

3,113,200

(A), (B) and (C)

(ii)

CUSIP No. 360	6630 10 1	Amendment No. 1 to Schedule 13G	Page 10 of 12 pages			
	(iii)	Sole power to dispose or to direct the disposition of:				
		(A) 0				
		(B) 0				
		(C) 700				
	(iv)	Shared power to dispose or to direct the disposition of:				
		(A), (B) and (C) 3,113,200				
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					
	Not Applicable.					
Item 7.	Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Part Holding Company or Control Person:					
	Not Applicable.					
Item 8.	n 8. Identification and Classification of Members of the Group					
	Not Applicable.					
Item 9.	Notice of Dissolution of Group					
	Not Applicable.					
Item 10.	Certification					
	Not Applicable.					
Exhibit No.	<u>Description</u>					
1	Joint Filing Agreement, dated February 11, 2003 (filed herewith).					
2	Power of Attorney, dated February 11, 2003 (filed herewith).					

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#### Amendment No. 1 to Schedule 13G

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#### **SIGNATURE**

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

Dated as of February 11th, 2003

Green Equity Investors, L.P.

By: Leonard Green & Associates, L.P., its General Partner

By: /s/ JONATHAN D. SOKOLOFF

Name: Jonathan D. Sokoloff Title: General Partner

Leonard Green & Associates, L.P.

By: Jonathan D. Sokoloff

By: /s/ JONATHAN D. SOKOLOFF

Name: Jonathan D. Sokoloff Title: General Partner

Leonard Green & Partners, L.P.

By: LGP Management, Inc., its General Partner

By: /s/ JONATHAN D. SOKOLOFF

Name: Jonathan D. Sokoloff Title: Vice President

LGP Management, Inc.

By: /s/ JONATHAN D. SOKOLOFF

Name: Jonathan D. Sokoloff Title: Vice President

/s/ JONATHAN D. SOKOLOFF

Jonathan D. Sokoloff

/s/ JONATHAN A. SEIFFER

Jonathan A. Seiffer

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#### Amendment No. 1 to Schedule 13G

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### **Exhibit Index**

#### Exhibit No. Description

- 1 Joint Filing Agreement, dated February 11, 2003 (filed herewith).
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