

CABLEVISION SYSTEMS CORP /NY
Form SC 13D/A
November 05, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
(Amendment No. 2)
(Rule 13d-101)

Under the Securities Exchange Act of 1934

Cablevision Systems Corporation

(Name of Issuer)

New York Group Class A Common Stock, \$0.01 Par Value

(Title of Class of Securities)

12686C109

(CUSIP Number)

Elizabeth A. Newell
National Broadcasting Company, Inc.
30 Rockefeller Plaza
New York, New York 10112
(212) 664-3307

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

November 4, 2002

(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 that 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 ..

Note: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The information required on this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

(Continued on following pages)

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SCHEDULE 13D/A

(New York Group Class A Common Stock, \$0.01 Par Value)

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1
NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

National Broadcasting Company, Inc.
14-1682529

2
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /
(b) /x/

3
SEC USE ONLY

4
SOURCE OF FUNDS

Not Applicable

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

7
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
SOLE VOTING POWER
0

8
SHARED VOTING POWER
53,199,653

9
SOLE DISPOSITIVE POWER

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0

10

SHARED DISPOSITIVE POWER

53,199,653

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

53,199,653

12

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

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

21.3%*

14

TYPE OF REPORTING PERSON

CO

* The foregoing percentage is based on the number of shares of NY Group Class A Common Stock outstanding as of August 2, 2002 as reported in the Issuer's Form 10-Q for the quarterly period ended June 30, 2002, and applying the fixed exchange rate of 1.19093 shares of NY Group Class A Common Stock for each share of Rainbow Media Group Class A Common Stock stated therein. If shares of NY Group Class B Common Stock outstanding as of such date are included in the total number of shares of the class outstanding, the percentage ownership is 16.8%.

SCHEDULE 13D/A

(New York Group Class A Common Stock, \$0.01 Par Value)

CUSIP No. 12686C109

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1

NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Electric Company

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14-0689340

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) / /
(b) /x/

3

SEC USE ONLY

4

SOURCE OF FUNDS

Not Applicable

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) / /

6

CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7

SOLE VOTING POWER

0

8

SHARED VOTING POWER

Disclaimed. (See Item 11 below.)

9

SOLE DISPOSITIVE POWER

0

10

SHARED DISPOSITIVE POWER

Disclaimed. (See Item 11 below.)

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Beneficial ownership of all shares disclaimed by General
Electric Company.

12

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

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13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Not applicable (see Item 11 above).

14

TYPE OF REPORTING PERSON

CO

SCHEDULE 13D/A

(New York Group Class A Common Stock, \$0.01 Par Value)

CUSIP No. 12686C109

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1

NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

NBC-Rainbow Holding, Inc.
13-4089919

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /
(b) /x/

3

SEC USE ONLY

4

SOURCE OF FUNDS

Not applicable

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

7

SOLE VOTING POWER

0

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EACH
REPORTING
PERSON
WITH

	8	SHARED VOTING POWER	53,199,653
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	53,199,653
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	53,199,653
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	21.3%*
14		TYPE OF REPORTING PERSON	CO

* The foregoing percentage is based on the number of shares of NY Group Class A Common Stock outstanding as of August 2, 2002 as reported in the Issuer's Form 10-Q for the quarterly period ended June 30, 2002, and applying the fixed exchange rate of 1.19093 shares of NY Group Class A Common Stock for each share of Rainbow Media Group Class A Common Stock stated therein. If shares of NY Group Class B Common Stock outstanding as of such date are included in the total number of shares of the class outstanding, the percentage ownership is 16.8%.

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(New York Group Class A Common Stock, \$0.01 Par Value)

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1

NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

National Broadcasting Company Holding, Inc.
13-3448662

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / /
(b) /X/

3

SEC USE ONLY

4

SOURCE OF FUNDS

Not Applicable

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

Disclaimed. (See Item 11 below.)

9

SOLE DISPOSITIVE POWER

9

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10 SHARED DISPOSITIVE POWER

Disclaimed. (See Item 11 below.)

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Beneficial ownership of all shares disclaimed by National Broadcasting Company Holding, Inc.

12

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

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Not applicable (see Item 11 above).

14

TYPE OF REPORTING PERSON

CO

This Amendment No. 2 (this "Amendment") amends the Schedule 13D dated October 16, 2001, as amended by Amendment No. 1 thereto dated October 4, 2002 (the "Original Statement"; the Original Statement, as amended by this Amendment, being the "Statement"). This Amendment relates to the New York Group Class A Common Stock of the Issuer (the "CVC Stock"). Capitalized terms used herein and not otherwise defined shall have the meanings assigned to them in the Statement.

Item 4. Purpose of Transaction.

Item 4 of the Statement is hereby amended and supplemented by adding the following paragraphs before the last paragraph thereof:

"On November 4, 2002, the Issuer, Bravo Holding Corporation, Bravo II Holding Corporation, Rainbow Media Group, LLC, National Broadcasting Company, Inc. ("NBC"), NBC-Rainbow Holding, Inc. ("NBC Holdings") and Applause Acquisition Corporation entered into an Agreement and Plan of Merger and Exchange (the "Exchange Agreement") pursuant to which, among other things, NBC and NBC Holdings have agreed to acquire from the Issuer its 80% partnership interest in the Bravo programming service and certain related assets in exchange for shares of CVC Stock and shares of Rainbow Media Holdings, Inc. ("RMHI Stock") common stock owned by NBC Holdings and NBC and shares of GE common stock, having an aggregate value expected to be approximately \$1,000,000,000 as of the closing of the proposed transaction (the "Exchange").

Upon consummation of the Exchange, which is subject to various conditions set forth in the Exchange Agreement, NBC and NBC Holdings will no longer beneficially own any shares of CVC Stock. In addition, the Stockholders' Agreement, dated as of October 6, 2000, among the Issuer, CSC Holdings, Inc., NBC and NBC Holdings, and the Registration Rights Agreement, dated as of October 6, 2000, between the Issuer and NBC Holdings, will terminate and be of no

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further force or effect.

A copy of the Exchange Agreement is attached hereto as Exhibit 5 and is incorporated by reference herein. A copy of the press release issued by NBC, the Issuer and MGM on November 4, 2002 is attached hereto as Exhibit 6."

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Item 7. Material to be Filed as Exhibits.

Item 7 of the Statement is hereby amended and supplemented by the addition of the following exhibits:

- "5 Agreement and Plan of Merger and Exchange, dated as of November 4, 2002, by and between Cablevision Systems Corporation, Bravo Holding Corporation, Bravo II Holding Corporation, Rainbow Media Group, LLC, National Broadcasting Company, Inc., NBC-Rainbow Holding, Inc. and Applause Acquisition Corporation
- 6 Press Release issued November 4, 2002 by National Broadcasting Company, Inc., Cablevision Systems Corporation and Metro-Goldwyn-Mayer, Inc."

SIGNATURE

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

Dated:

November 4, 2002

GENERAL ELECTRIC COMPANY

By: /s/ Robert E. Healing

Name: Robert E. Healing
Title: Corporate Counsel

November 4, 2002

NATIONAL BROADCASTING COMPANY
HOLDING, INC.

By: /s/ Elizabeth A. Newell

Name: Elizabeth A. Newell
Title: Assistant Secretary

November 4, 2002

NATIONAL BROADCASTING COMPANY, INC.

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By: /s/ Elizabeth A. Newell

Name: Elizabeth A. Newell
Title: Assistant Secretary

November 4, 2002

NBC-RAINBOW HOLDING, INC.

By: /s/ Elizabeth A. Newell

Name: Elizabeth A. Newell
Title: Assistant Secretary

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Exhibit Index

Exhibit No.	Description
5	Agreement and Plan of Merger and Exchange, dated as of November 4, 2002, by and between Cablevision Systems Corporation, Bravo Holding Corporation, Bravo II Holding Corporation, Rainbow Media Group, LLC, National Broadcasting Company, Inc., NBC-Rainbow Holding, Inc. and Applause Acquisition Corporation
6	Press Release issued November 4, 2002 by National Broadcasting Company, Inc., Cablevision Systems Corporation and Metro-Goldwyn-Mayer, Inc.