

Edgar Filing: MONY GROUP INC - Form SC 13G/A

MONY GROUP INC
Form SC 13G/A
February 13, 2001

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
Amendment No. 3

The MONY Group Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

615337102

(CUSIP Number)

December 31, 2000

(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 15 pages

CUSIP No. 615337102

13G

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

3,686,173

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

With:

8. Shared Dispositive Power

3,686,173

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,686,173

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

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

7.4%

12. Type of Reporting Person

BD-PN-IA

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CUSIP No. 615337102

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

0

Beneficially

- 6. Shared Voting Power

3,686,173

Owned by

Each

- 7. Sole Dispositive Power

Reporting

0

Person

With:

- 8. Shared Dispositive Power

3,686,173

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,686,173

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

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

7.4%

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12. Type of Reporting Person

HC-CO

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CUSIP No. 615337102

13G

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

GS Mezzanine Partners, 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

2,239,331

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

With:

8. Shared Dispositive Power

2,239,331

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,239,331

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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)
4.6%

12. Type of Reporting Person
PN

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CUSIP No. 615337102 13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person
GS Mezzanine Partners Offshore, 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
Cayman Islands

	5. Sole Voting Power
Number of	0
Shares	
Beneficially	6. Shared Voting Power
Owned by	1,202,464
Each	7. Sole Dispositive Power
Reporting	0

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Person -----
8. Shared Dispositive Power
With: 1,202,464

9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,202,464

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

11. Percent of Class Represented by Amount in Row (9)
2.5%

12. Type of Reporting Person
PN

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CUSIP No. 615337102 13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person
GS Mezzanine Advisors, 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

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Shares -----
Beneficially 6. Shared Voting Power
3,441,795
Owned by -----
Each 7. Sole Dispositive Power
Reporting 0
Person -----
With: 8. Shared Dispositive Power
3,441,795

9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,441,795

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

11. Percent of Class Represented by Amount in Row (9)
6.9%

12. Type of Reporting Person
00

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CUSIP No. 615337102 13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person
Stone Street Fund 1997, L.P.

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

3. SEC Use Only

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4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of
Shares

0

Beneficially

6. Shared Voting Power

76,584

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

76,584

9. Aggregate Amount Beneficially Owned by Each Reporting Person

76,584

10. Check 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

PN

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CUSIP No. 615337102

13G

1. Name of Reporting Person

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

Bridge Street Fund 1997, L.P.

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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
Owned by 37,194
Each -----
Reporting 7. Sole Dispositive Power
Person 0

With: 8. Shared Dispositive Power
37,194

9. Aggregate Amount Beneficially Owned by Each Reporting Person
37,194

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

11. Percent of Class Represented by Amount in Row (9)
0.1%

12. Type of Reporting Person
PN

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CUSIP No. 615337102

13G

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

Stone Street 1997, 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

Beneficially

- 6. Shared Voting Power

113,778

Owned by

Each

- 7. Sole Dispositive Power

Reporting 0

Person

- 8. Shared Dispositive Power

With:

113,778

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

113,778

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

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

0.2%

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12. Type of Reporting Person

00

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- Item 4. Ownership. (1) (2) (3)
- (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 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.
See Exhibit (99.1)

- 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) Includes an aggregate of 3,555,573 shares of Common Stock issuable upon exercise of currently exercisable Warrants held by GS Mezzanine Partners, L.P., GS Mezzanine Partners Offshore, L.P., Stone Street Fund 1997, L.P., and Bridge Street Fund 1997, L.P. (collectively, the "Investing Entities"), pursuant to the Investment Agreement, dated as of December 30, 1997, by and among The Mutual Life Insurance Company of New York, MONY Financial Services Corporation (now known as The MONY Group Inc.) and the Investing Entities.

(2) 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") will no longer report the beneficial ownership of the securities beneficially owned

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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.

(3) 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.

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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, 2001

GOLDMAN, SACHS & CO.

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Roger S. Begelman

By:/s/ Roger S. Begelman

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

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

GS MEZZANINE PARTNERS, L.P.

GS MEZZANINE PARTNERS OFFSHORE, L.P.

By:/s/ Roger S. Begelman

By:/s/ Roger S. Begelman

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

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

GS MEZZANINE ADVISORS, L.L.C.

STONE STREET FUND 1997, L.P.

By:/s/ Roger S. Begelman

By:/s/ Roger S. Begelman

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

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

BRIDGE STREET FUND 1997, L.P.

STONE STREET 1997, L.L.C.

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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INDEX TO EXHIBITS

Exhibit No. -----	Exhibit -----
99.1	Item 7 Information
99.2	Power of Attorney, dated December 8, 2000, relating to Goldman, Sachs & Co.
99.3	Power of Attorney, dated December 8, 2000, relating to The Goldman Sachs Group, Inc.

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Exhibit (99.1)

ITEM 7 INFORMATION

The securities being reported on by the The Goldman Sachs Group, Inc. ("GS Group"), as a parent holding company, are owned by GS Mezzanine Partners, L.P., Stone Street Fund 1997, L.P. and Bridge Street Fund 1997, L.P., each a Delaware limited partnership, and GS Mezzanine Partners Offshore, L.P., a Cayman Islands exempted limited partnership (collectively, the "Investing Entities"), or are owned, or may be deemed to be beneficially owned, by Goldman, Sachs & Co. ("Goldman Sachs"), a broker or dealer registered under Section 15 of the Act and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940. The general partner, managing general partner or other manager of each of the Investing Entities is an affiliate of GS Group. Goldman Sachs is a direct and indirect wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the Investing Entities.

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Exhibit (99.2)

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS & CO. (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of December 8th, 2000.

GOLDMAN, SACHS & CO.

By: s/ Gregory K. Palm

Name: Gregory K. Palm

Title: Managing Director

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Exhibit (99.3)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that THE GOLDMAN SACHS GROUP, INC. (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934 (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of December 8th, 2000.

THE GOLDMAN SACHS GROUP, INC.

By: s/ Gregory K. Palm

Name: Gregory K. Palm
Title: Executive Vice President and General Counsel