

Edgar Filing: CONSECO INC - Form SC 13D/A

CONSECO INC
Form SC 13D/A
October 15, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

CONSECO, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

208464883

(CUSIP Number)

Stephen Feinberg
299 Park Avenue
22nd Floor
New York, New York 10171
(212) 421-2600

with a copy to:
Robert G. Minion, Esq.
Lowenstein Sandler PC
65 Livingston Avenue
Roseland, New Jersey 07068
(973) 597-2424

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

October 6, 2003

(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 Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-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 Section 240.13d-7 for other parties to whom copies are to be sent.

*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 ("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. 208464883

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1) Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only):

Stephen Feinberg

2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) Not
(b) Applicable

3) SEC Use Only

4) Source of Funds (See Instructions): WC, OO

5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): Not Applicable

6) Citizenship or Place of Organization: United States

Number of 7) Sole Voting Power: *

Shares Beneficially 8) Shared Voting Power: *

Owned by Each Reporting 9) Sole Dispositive Power: *

Person With 10) Shared Dispositive Power: *

11) Aggregate Amount Beneficially Owned by Each Reporting Person:
4,069,744*

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): Not Applicable

13) Percent of Class Represented by Amount in Row (11): 4.0%*

14) Type of Reporting Person (See Instructions): IA, IN

* Cerberus Partners, L.P., a Delaware limited partnership ("Cerberus"), is the holder of 746,628 shares of the common stock, par value \$0.01 per share (the "Shares"), of Conseco, Inc., a Delaware corporation (the "Company"), and warrants to purchase an aggregate of 21,634 Shares (subject to adjustments in certain circumstances), Cerberus International, Ltd., a corporation organized under the laws of the Bahamas ("International"), is the holder of 2,028,228 Shares and warrants to purchase an aggregate of 54,798 Shares (subject to adjustments in certain circumstances), Cerberus Series Two Holdings, LLC, a Delaware limited liability company ("Cerberus Series Two"), is the holder of 989,628 Shares and warrants to purchase an aggregate of 27,050 Shares (subject to adjustments in certain circumstances), and Cerberus America Series One Holdings, LLC, a Delaware limited liability company ("Cerberus America"), is the holder of 196,369 Shares and warrants to purchase an aggregate of 5,409 Shares (subject to adjustments in certain circumstances). Stephen Feinberg possesses sole power to vote and direct the disposition of all securities of the Company held by Cerberus, International, Cerberus Series Two and Cerberus America. Thus, as of October 6, 2003, for the purposes of Reg. Section 240.13d-3, Stephen Feinberg is deemed to beneficially own 4,069,744 Shares, or 4.0% of the Shares deemed issued and outstanding as of that date.

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Item 5. Interest in Securities of the Issuer.

Based upon information provided by the Company, there were 101,098,119 Shares issued and outstanding as of October 6, 2003. As of October 6, 2003, Cerberus was the holder of 746,628 Shares and warrants to purchase an aggregate of 21,634 Shares (subject to adjustments in certain circumstances), International was the holder of 2,028,228 Shares and warrants to purchase an aggregate of 54,798 Shares (subject to adjustments in certain circumstances), Cerberus Series Two was the holder of 989,628 Shares and warrants to purchase an aggregate of 27,050 Shares (subject to adjustments in certain circumstances), and Cerberus America was the holder of 196,369 Shares and warrants to purchase an aggregate of 5,409 Shares (subject to adjustments in certain circumstances). Stephen Feinberg possesses sole power to vote and direct the disposition of all securities of the Company held by Cerberus, International, Cerberus Series Two and Cerberus America. Thus, as of October 6, 2003, for the purposes of Reg. Section 240.13d-3, Mr. Feinberg is deemed to beneficially own 4,069,744 Shares, or 4.0% of the Shares deemed issued and outstanding as of that date.

On October 3, 2003, Mr. Feinberg ceased to be the beneficial owner of more than 5% of the Shares deemed issued and outstanding as of that date.

The following table details the transactions since the filing of the Schedule 13D by Mr. Feinberg in Shares, or securities convertible into, exercisable for or exchangeable for Shares, by Mr. Feinberg or any other person or entity controlled by him or any person or entity for which he possesses voting or investment control over the securities thereof (each of which were effected in an ordinary brokerage transaction):

I. Cerberus

(Purchases)

NONE

(Sales)

Date	Quantity	Price
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October 3, 2003	130,000	\$20.53
October 6, 2003	59,300	\$19.55

II. International

(Purchases)

NONE

(Sales)

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Date ----	Quantity -----	Price -----
October 3, 2003	350,500	\$20.53
October 6, 2003	161,000	\$19.55

III. Cerberus Series Two

(Purchases)

NONE

(Sales)

Date ----	Quantity -----	Price -----
October 3, 2003	170,000	\$20.53
October 6, 2003	78,600	\$19.55

IV. Cerberus America

(Purchases)

NONE

(Sales)

Date ----	Quantity -----	Price -----
October 3, 2003	35,000	\$20.53
October 6, 2003	15,600	\$19.55

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.

October 7, 2003

/s/ Stephen Feinberg

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Stephen Feinberg, on behalf of Cerberus Associates, L.L.C., the general partner of Cerberus Partners, L.P., and Cerberus International, Ltd., Cerberus Series Two Holdings, LLC and Cerberus America Series One Holdings, LLC

Attention: Intentional misstatements or omissions of fact constitute
Federal criminal violations (See 18 U.S.C. 1001).