

Edgar Filing: STAGE STORES INC - Form SC 13G/A

STAGE STORES INC  
Form SC 13G/A  
February 15, 2001

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 3) \*

Stage Stores, Inc.

-----  
(Name of Issuer)

Common Stock

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

85254C-10-7

-----  
(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)  
/X/ Rule 13d-1(d)

\*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.

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).

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-----  
 (1) NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Citibank, N.A.

-----  
 (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /  
 (b) / /

-----  
 (3) SEC USE ONLY

-----  
 (4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

-----  
 NUMBER OF (5) SOLE VOTING POWER 0  
 SHARES

BENEFICIALLY (6) SHARED VOTING POWER 600,296\*

OWNED BY  
 EACH (7) SOLE DISPOSITIVE POWER 0

REPORTING  
 PERSON (8) SHARED DISPOSITIVE POWER 600,296\*

WITH:

-----  
 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 600,296\*

-----  
 (10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

-----  
 (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.2%\*

-----  
 (12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) BK

-----  
 \* Represents 600,296 shares of Common Stock beneficially owned by Citicorp Venture Capital Ltd. ("CVC").

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Citicorp Banking Corporation

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /

(b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	(5) SOLE VOTING POWER	0
SHARES		

BENEFICIALLY	(6) SHARED VOTING POWER	370,068*
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OWNED BY		
EACH	(7) SOLE DISPOSITIVE POWER	0

REPORTING		
PERSON	(8) SHARED DISPOSITIVE POWER	370,068*

WITH:

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	370,068*
--	----------

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	1.37%*
--	--------

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	CO
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\* Represents 370,068 shares of Common Stock beneficially owned by Court Square Capital Limited ("CSCL"). Excludes 1,250,584 shares of Class B common stock beneficially owned by CSCL, all or a portion of which may be converted into common stock.

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(1) NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Citicorp

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /

(b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	(5) SOLE VOTING POWER	0
SHARES		
BENEFICIALLY	(6) SHARED VOTING POWER	970,364*
OWNED BY		
EACH	(7) SOLE DISPOSITIVE POWER	0
REPORTING		
PERSON	(8) SHARED DISPOSITIVE POWER	970,364*
WITH:		

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 970,364\*

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.6%\*

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC

\* Includes 600,296 and 370,068 shares of Common Stock beneficially owned by CVC and CSCL, respectively. Excludes 1,250,584 shares of Class B Common Stock beneficially owned by CSCL, all or a portion of which may be converted into Common Stock.

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Citigroup Holdings Company

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /  
(b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF (5) SOLE VOTING POWER 0  
SHARES

BENEFICIALLY (6) SHARED VOTING POWER 970,364\*

OWNED BY (7) SOLE DISPOSITIVE POWER 0  
EACH

REPORTING (8) SHARED DISPOSITIVE POWER 970,364\*  
PERSON

WITH:

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 970,364\*

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-----  
 (10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

-----  
 (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.6%\*

-----  
 (12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC

-----  
 \* Includes 600,296 and 370,068 shares of Common Stock beneficially owned by CVC and CSCL, respectively. Excludes 1,250,584 shares of Class B Common Stock beneficially owned by CSCL, all or a portion of which may be converted into Common Stock.

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-----  
 (1) NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Citigroup Inc.

-----  
 (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /  
 (b) / /

-----  
 (3) SEC USE ONLY

-----  
 (4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

-----  
 NUMBER OF (5) SOLE VOTING POWER 0  
 SHARES

-----  
 BENEFICIALLY (6) SHARED VOTING POWER 971,364\*

-----  
 OWNED BY  
 EACH (7) SOLE DISPOSITIVE POWER 0

-----  
 REPORTING

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PERSON (8) SHARED DISPOSITIVE POWER 971,364\*

WITH:

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 971,364\*

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.6%\*

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC

\* Includes shares of Common Stock beneficially owned by CVC, CSCL and other subsidiaries of Citigroup Inc. Excludes 1,250,584 shares of Class B Common Stock beneficially owned by CSCL, all or a portion of which may be converted into Common Stock.

Item 1(a). Name of Issuer:

Stage Stores, Inc.

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

10201 Main Street  
Houston, Texas 77025

Item 2(a). Name of Person Filing:

Citibank, N.A. ("Citibank")  
Citicorp Banking Corporation ("Citicorp Banking")  
Citicorp  
Citigroup Holdings Company ("Citigroup Holdings")  
Citigroup Inc. ("Citigroup")

Item 2(b). Address or Principal Office or, if none, Residence:

The address of the principal office of each of Citibank and Citicorp and Citigroup is:

399 Park Avenue  
New York, NY 10043

The address of the principal office of Citicorp Banking is:

One Penn's way  
New Castle, DE 19720

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The address of the principal office of Citigroup Holdings is:

One Rodney Square  
Wilmington, DE 19899

Item 2(c). Citizenship or Place of Organization:

Citibank is a national banking association.

Citicorp Banking, Citicorp, Citigroup Holdings and Citigroup are Delaware corporations.

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). Cusip Number:

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Item 3. If this Statement is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a(n):

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  Investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f)  Employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g)  Parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h)  Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j)  Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership. (as of December 31, 2000)



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- (a) Amount beneficially owned: See item 9 of cover pages
- (b) Percent of Class: See item 11 of cover pages
- (c) Number of shares as to which the person has:
  - (i) sole power to vote or to direct the vote:
  - (ii) shared power to vote or to direct the vote:
  - (iii) sole power to dispose or to direct the disposition of:
  - (iv) shared power to dispose or to direct the disposition of:

See Items 5-8 of cover pages

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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 person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

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 Parent Holding Company.

Citicorp is the sole stockholder of Citibank and Citicorp Banking. Citigroup Holdings is the sole stockholder of Citicorp. Citigroup is the sole stockholder of Citigroup Holdings.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

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Item 10. Certification.

Not Applicable.

SIGNATURE.

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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.

Dated: February 14, 2001

CITIBANK, N.A.

By: /s/ Joseph B. Wollard

-----  
Name: Joseph B. Wollard  
Title: Assistant Secretary

CITICORP BANKING CORPORATION

By: /s/ William H. Wolf

-----  
Name: William H. Wolf  
Title: VP, Assistant Secretary  
and Assistant Treasurer

CITICORP

By: /s/ Joseph B. Wollard

-----  
Name: Joseph B. Wollard  
Title: Assistant Secretary

CITIGROUP HOLDINGS COMPANY

By: /s/ Joseph B. Wollard

-----  
Name: Joseph B. Wollard  
Title: Assistant Secretary

CITIGROUP INC.

By: /s/ Joseph B. Wollard

-----  
Name: Joseph B. Wollard  
Title: Assistant Secretary

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EXHIBIT INDEX TO SCHEDULE 13G

EXHIBIT 1

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Agreement among Citibank, Citicorp Banking, Citicorp, Citigroup Holdings and Citigroup as to joint filing of Schedule 13G