

FINISH LINE INC /DE/
Form SC 13G/A
February 12, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)**

(Amendment No. 8)¹

THE FINISH LINE, INC.

(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

(Title of Class of Securities)

317923 10 0

(CUSIP Number)

December 31, 2003

(Date of Event Which Requires Filing of this Statement)

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

- | | |
|----------------------------------|---------------|
| <input type="radio"/> | Rule 13d-1(b) |
| <input type="radio"/> | Rule 13d-1(c) |
| <input checked="" type="radio"/> | Rule 13d-1(d) |

¹

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 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 (the "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).

(continued on following page(s))

Page 1 of 6 Pages

CUSIP No. 317923 10 0

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

David I. Klapper
309-48-7689

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

Not applicable

3. SEC USE ONLY
-

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

1,313,557

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

1,313,557

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,313,557

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.0%

12. TYPE OF REPORTING PERSON

IN

Page 2 of 6 Pages

Item 1. Issuer.

(a) Name of Issuer:

The Finish Line, Inc. (the Issuer)

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

3308 North Mitthoeffer Road
Indianapolis, Indiana 46235

Item 2. Security and Background.

(a) Name of Person Filing:

David I. Klapper

(b) Address of Principal Business Office or, if None, Residence:

3308 North Mitthoeffer Road
Indianapolis, Indiana 46235

(c) Citizenship:

United States.

(d) Title of Class of Securities:

Class A Common Stock, \$0.01 par value (Class A Stock). David I. Klapper is the record owner of shares of the Issuer's Class B Common Stock, \$0.01 par value (Class B Stock), which are not registered under Section 12 of the Securities Exchange Act of 1934, as amended (the Act), but which are immediately convertible into an equal number of shares of Class A Stock. The Issuer's Class A Stock is registered under Section 12 of the Act.

(e) CUSIP No.:

317923 10 0

Item 3. Filings under Rules 13d-1(b), or 13d-2(b) or (c).

Not applicable.

Item 4. Ownership.

(a) Amount Beneficially Owned:

David I. Klapper directly beneficially owns 955,050 shares of Class B Stock (excluding shares held by a limited partnership as described below). In addition, since Mr. Klapper is the sole general partner of the Klapper Family Partnership, L.P. (the Partnership), he

may be deemed to beneficially own the 48,550 shares of Class B Stock owned by the Partnership. In that case, Mr. Klapper would be deemed to beneficially own an aggregate of 1,003,600 shares of Class B Stock. Mr Klapper directly owns 50,000 shares of Class A stock. In addition, since Mr. Klapper is the trustee of the David I. Klapper and Mary Elizabeth Klapper Irrevocable Trust UA, dated June 23, 1993 (the Trust), which holds 101,407 shares of Class A Stock, he may be deemed to beneficially own the shares of Class A Stock owned by the Trust. Additionally, Mr. Klapper may be deemed to beneficially own 158,550 shares of Class A Stock which were gifted by Mr. Klapper to a private charitable foundation (the Gifted Shares), and with respect to which Mr. Klapper retains voting and investment power. In that case, Mr. Klapper would be deemed to beneficially own an aggregate of 309,957 shares of Class A Stock.

(b) Percent of Class:

If the shares of Class B Stock beneficially owned by Mr. Klapper were converted into Class A Stock, together with the Class A Stock held by the Trust and the Gifted Shares, Mr. Klapper would own approximately 6.0% of the outstanding shares of Class A Stock.

(c) Voting and Dispositive Power:

- (i) Sole power to vote or to direct the vote: 1,313,557
- (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 1,313,557
- (iv) Shared power to dispose or to direct the disposition of: 0

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.

As indicated in the response to Item 4 hereof, the Partnership directly beneficially owns shares of Class B Stock, and as a result, has a right to receive dividends from or the proceeds from the sale of such shares.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 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.

Page 5 of 6 Pages

SIGNATURE

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

Dated: February 12, 2003

/s/ David I. Klapper

David I. Klapper
Page 6 of 6 Pages