

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

MONY GROUP INC  
Form SC 13G/A  
February 12, 2003

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
Amendment No. 5

The MONY Group Inc.

-----  
(Name of Issuer)

Common Stock, \$0.01 par value

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

615337102

-----  
(CUSIP Number)

December 31, 2002

-----  
(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)

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-----  
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
Owned by	3,564,775
Each	7. Sole Dispositive Power
Reporting	0
Person	
With:	8. Shared Dispositive Power
	3,564,775

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,564,775

---

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

---

11. Percent of Class Represented by Amount in Row (9)  
7.1%

---

12. Type of Reporting Person  
BD-PN-IA

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CUSIP No. 615337102  
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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

3,564,775

Owned by

Each

- 7. Sole Dispositive Power

Reporting

0

Person

- 8. Shared Dispositive Power

With:

3,564,775

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,564,775

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

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

7.1%

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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

2,227,198

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

2,227,198

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,227,198

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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)  
4.5%

-----  
12. Type of Reporting Person  
PN  
-----

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-----  
CUSIP No. 615337102 13G  
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-----  
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

-----  
6. Shared Voting Power  
Beneficially 1,195,949  
Owned by

-----  
7. Sole Dispositive Power  
Each 0  
Reporting

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Person -----  
8. Shared Dispositive Power  
With: 1,195,949

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,195,949

-----  
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  
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-----  
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  
Owned by 3,423,147  
-----  
Each 7. Sole Dispositive Power  
Reporting 0  
-----  
Person 8. Shared Dispositive Power  
With: 3,423,147  
-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,423,147  
-----

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

11. Percent of Class Represented by Amount in Row (9)  
6.8%  
-----

12. Type of Reporting Person  
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CUSIP No. 615337102 13G  
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1. Name of Reporting Person  
I.R.S. Identification No. of above Person  
Stone 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  
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4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially

76,169

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

76,169

9. Aggregate Amount Beneficially Owned by Each Reporting Person

76,169

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

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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

6. Shared Voting Power

Beneficially 36,993

Owned by

7. Sole Dispositive Power

Each 0

Reporting

8. Shared Dispositive Power

Person 36,993  
With:

9. Aggregate Amount Beneficially Owned by Each Reporting Person

36,993

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  
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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

113,162

Owned by

Each

- 7. Sole Dispositive Power

Reporting 0

Person

- 8. Shared Dispositive Power

With:

113,162

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

113,162

- 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

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

Goldman, Sachs & Co., The Goldman Sachs Group, Inc., GS Capital Partners, L.P., GS Advisors, L.L.C., GS Advisors II, L.L.C., Stone Street Fund 1995, L.P., Bridge Street Fund 1995, L.P. and Stone Street 1995, L.L.C.:  
85 Broad Street, New York, NY 10004

GS Capital Partners II Offshore, L.P.:  
c/o M&C Corporate Services Ltd., P.O. Box 309, Grand Cayman, Cayman Islands

GS Capital Partners II (Germany) Civil Law Partnership and Goldman, Sachs & Co. oHG:  
MesseTurm, 60308 Frankfurt am Main, Germany

Item 4. Ownership.(1)(2)

- (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 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 3,536,309 shares of Common Stock issuable upon exercise of currently exercisable Warrants held by GS Mezzanine Partners, L.P.,

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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 the Securities and Exchange Commission (the "SEC") Release No. 34-39538 (January 12, 1998), this filing reflects the securities beneficially owned by the investment banking division ("IBD") of The Goldman Sachs Group, Inc. and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any other operating unit of GSG. IBD disclaims beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which IBD or its employees have voting or investment discretion, or both and (ii) certain investment entities, of which IBD is the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than IBD.

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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 12, 2003

GOLDMAN, SACHS & CO.

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Roger S. Begelman  
-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

By:/s/ Roger S. Begelman  
-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

GS MEZZANINE PARTNERS, L.P.

GS MEZZANINE PARTNERS OFFSHORE, L.P.

By:/s/ Roger S. Begelman  
-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

By:/s/ Roger S. Begelman  
-----  
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  
-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

By:/s/ Roger S. Begelman  
-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

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BRIDGE STREET FUND 1997, L.P.

STONE STREET 1997, L.L.C.

By:/s/ Roger S. Begelman

By:/s/ Roger S. Begelman

-----  
Name: Roger S. Begelman

-----  
Name: Roger S. Begelman

Title: Attorney-in-fact

Title: Attorney-in-fact

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