

Starz  
Form SC 13G/A  
February 14, 2014

# **SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

## **SCHEDULE 13G**

**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT**

**TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED**

**PURSUANT TO § 240.13d-2**

**(Amendment No. 1)**

# **STARZ**

**(Name of Issuer)**

**SERIES A LIBERTY CAPITAL COMMON STOCK**

**(Title of Class of Securities)**

**85571Q102**

**(CUSIP Number)**

**December 31, 2013**

**(Date of Event Which Requires Filing of this Statement)**

## Edgar Filing: Starz - Form SC 13G/A

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)

\* 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 (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.)

1 NAME OF REPORTING PERSON

Warren E. Buffett

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

5 ☐ SOLE VOTING POWER

NUMBER OF

SHARES ☐ NONE  
☐ 6 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY ☐ 4,541,881  
EACH ☐ 7 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON ☐ NONE  
☐ 8 ☐ SHARED DISPOSITIVE POWER  
WITH

4,541,881

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,541,881

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

Not Applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 4.4%  
TYPE OF REPORTING PERSON

IN

CUSIP No. 85571Q102

13G

Page 3 of 15 Pages

1 NAME OF REPORTING PERSON

Berkshire Hathaway Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 ☐ SOLE VOTING POWER

NUMBER OF

SHARES ☐ NONE  
6 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY ☐ 4,541,881  
EACH 7 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON ☐ NONE  
8 ☐ SHARED DISPOSITIVE POWER  
WITH

4,541,881

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,541,881

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

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 4.4%  
TYPE OF REPORTING PERSON

HC, CO

CUSIP No. 85571Q102

13G

Page 4 of 15 Pages

1 NAME OF REPORTING PERSON

National Indemnity Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 ☐ SOLE VOTING POWER

NUMBER OF

SHARES ☐ NONE  
6 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY ☐ 1,919,541  
EACH 7 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON ☐ NONE  
8 ☐ SHARED DISPOSITIVE POWER  
WITH

1,919,541

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,919,541  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐Not applicable.  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 1.9%  
TYPE OF REPORTING PERSON

IC, CO



CUSIP No. 85571Q102

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Page 5 of 15 Pages

1 NAME OF REPORTING PERSON

2 GEICO Corporation  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 ☐ SOLE VOTING POWER

NUMBER OF

SHARES ☐ NONE  
6 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY ☐ 1,919,541  
EACH 7 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON ☐ NONE  
8 ☐ SHARED DISPOSITIVE POWER  
WITH9 1,919,541  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON10 1,919,541  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐11 Not applicable.  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 1.9%  
TYPE OF REPORTING PERSON

HC, CO

CUSIP No. 85571Q102

13G

Page 6 of 15 Pages

1 NAME OF REPORTING PERSON

2 Government Employees Insurance Company  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Maryland

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,919,541  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE  
8 SHARED DISPOSITIVE POWER  
WITH9 1,919,541  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON10 1,919,541  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐11 Not applicable.  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 1.9%  
TYPE OF REPORTING PERSON

IC, CO

CUSIP No. 85571Q102

13G

Page 7 of 15 Pages

1 NAME OF REPORTING PERSON

2 FlightSafety International Inc. Retirement Income Plan  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 270,000  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE  
8 SHARED DISPOSITIVE POWER  
WITH270,000  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON270,000  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐Not applicable.  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.3%  
TYPE OF REPORTING PERSON

EP

CUSIP No. 85571Q102

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1 NAME OF REPORTING PERSON

Fruit of the Loom Pension Trust  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Kentucky

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 439,000  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE  
8 SHARED DISPOSITIVE POWER  
WITH

439,000  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

439,000  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

Not applicable.  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.4%  
TYPE OF REPORTING PERSON

EP



CUSIP No. 85571Q102

13G

Page 9 of 15 Pages

1 NAME OF REPORTING PERSON

2 GEICO Corporation Pension Plan Trust  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Maryland

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 975,000  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE  
8 SHARED DISPOSITIVE POWER  
WITH

9 975,000  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 975,000  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 Not applicable.  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.9%  
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

Johns Manville Corporation Master Pension Trust  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Colorado

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 816,000  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE  
8 SHARED DISPOSITIVE POWER  
WITH

816,000  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

816,000  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

Not applicable.  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.8%  
TYPE OF REPORTING PERSON

EP

CUSIP No. 85571Q102

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1 NAME OF REPORTING PERSON

BNSF Master Retirement Trust  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Texas

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 122,340  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE  
8 SHARED DISPOSITIVE POWER  
WITH

122,340  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

122,340  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

Not applicable.  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.1%  
TYPE OF REPORTING PERSON

EP

CUSIP No. 85571Q102

13G

Page 12 of 15 Pages

1 NAME OF REPORTING PERSON

R. Ted Weschler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

5 SOLE VOTING POWER

NUMBER OF

285,834  
SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

285,834  
PERSON 8 SHARED DISPOSITIVE POWER  
WITH

8,277

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

294,111

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

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.3%  
TYPE OF REPORTING PERSON

IN



**SCHEDULE 13G****Item 1.****(a) Name of Issuer**

STARZ

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

8900 Liberty Circle, Englewood, CO 80112

**Item 2(a). Name of Person Filing:****Item 2(b). Address of Principal Business Office:****Item 2(c). Citizenship:**

Warren E. Buffett

Berkshire Hathaway Inc.

3555 Farnam Street

3555 Farnam Street

Omaha, Nebraska 68131

Omaha, Nebraska 68131

United States Citizen

Delaware corporation

National Indemnity Company

GEICO Corporation

3024 Harney Street

One GEICO Plaza

Omaha, Nebraska 68131

Washington, DC 20076

Nebraska corporation

Delaware Corporation

Government Employees Insurance Company

One GEICO Plaza

Washington, DC 20076

Maryland Corporation

FlightSafety International Inc. Retirement Income Plan

Fruit of the Loom Pension Trust

c/o FlightSafety International Inc.

c/o Fruit of the Loom

LaGuardia Airport

1 Fruit of the Loom Drive

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Flushing, NY 11371

Bowling Green, KY 42102

New York

Kentucky

GEICO Corporation Pension Plan Trust

Johns Manville Corporation Master Pension Trust

c/o GEICO Corporation

c/o Johns Manville Corporation

1 Geico Plaza

717 17<sup>th</sup> Street

Washington, DC 20076

Denver, CO 80202

Maryland

Colorado

BNSF Master Retirement Trust

R. Ted Weschler

c/o BNSF Railway

404 East Main Street

2650 Lou Menk Drive

Charlottesville, VA 22902

Fort Worth, TX 76131

United States Citizen

Texas

**(d) Title of Class of Securities**

Series A Liberty Capital Common Stock

**(e) CUSIP Number**

85571Q102

**Item 3.** If this statement is filed pursuant to § 240.13d-1(b), or § 240.13d-2(b) or (c), check whether the person filing is a:  
Not applicable.

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

**(a) Amount beneficially Owned**

See the Cover Pages for each of the Reporting Persons.

**(b) Percent of Class**

See the Cover Pages for each of the Reporting Persons.

**(c) Number of shares as to which such 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 the Cover Pages for each of the Reporting Persons.

**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 5% 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 or Control Person.**

See Exhibit A.

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

See Exhibit A

**Item 9. Notice of Dissolution of Group.**

Not Applicable.

**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, other than activities solely in connection with a nomination under § 240.14a-11.

**SIGNATURES**

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 this 14<sup>th</sup> day of February, 2014

/s/ Warren E. Buffett

Warren E. Buffett

BERKSHIRE HATHAWAY INC.

By: /s/ Warren E. Buffett

Warren E. Buffett  
Chairman of the Board

NATIONAL INDEMNITY COMPANY, GEICO CORPORATION,  
GOVERNMENT EMPLOYEES INSURANCE COMPANY,  
FLIGHTSAFETY INTERNATIONAL INC. RETIREMENT INCOME  
PLAN, FRUIT OF THE LOOM PENSION TRUST, GEICO  
CORPORATION PENSION PLAN TRUST, JOHNS MANVILLE  
CORPORATION MASTER PENSION TRUST and BNSF MASTER  
RETIREMENT TRUST.

By: /s/ Warren E. Buffett

Warren E. Buffett

Attorney-in-Fact

/s/ R. Ted Weschler

R. Ted. Weschler

**SCHEDULE 13G**

**EXHIBIT A**

**RELEVANT SUBSIDIARIES AND MEMBERS OF FILING GROUP**

PARENT HOLDING COMPANIES OR CONTROL PERSONS:

Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.)

Berkshire Hathaway Inc.

GEICO Corporation

INSURANCE COMPANIES AS DEFINED IN SECTION 3(a)(19) OF THE ACT:

National Indemnity Company

Government Employees Insurance Company

EMPLOYEE BENEFIT PLANS IN ACCORDANCE WITH § 240.13d-1-(b)(1)(ii)(F)

BNSF Master Retirement Trust

FlightSafety International Inc. Retirement Income Plan

Fruit of the Loom Pension Trust

GEICO Corporation Pension Plan Trust

Johns Manville Corporation Master Pension Trust

OTHER MEMBER OF FILING GROUP

R. Ted Weschler

**SCHEDULE 13G**

**EXHIBIT B**

**JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)**

The undersigned persons hereby agree that reports on Schedule 13G, and amendments thereto, with respect to the Series A Liberty Capital Common Stock of Starz may be filed in a single statement on behalf of each of such persons, and further, each of such persons designates Warren E. Buffett as its agent and Attorney-in-Fact for the purpose of executing any and all Schedule 13G filings required to be made by it with the Securities and Exchange Commission.

Dated: February 14, 2014

/S/ Warren E. Buffett  
Warren E. Buffett

Berkshire Hathaway Inc.

Dated: February 14, 2014

/S/ Warren E. Buffett  
By: Warren E. Buffett  
Title: Chairman of the Board

National Indemnity Company

Dated: February 14, 2014

/S/ Marc D. Hamburg  
By: Marc D. Hamburg  
Title: Chairman of the Board

GEICO Corporation

Dated: February 14, 2014

/S/ Michael H. Campbell  
By: Michael H. Campbell  
Title: Vice President

Government Employees Insurance Company

Dated: February 14, 2014

/S/ Michael H. Campbell  
By: Michael H. Campbell  
Title: Senior Vice President

FlightSafety International Inc. Retirement Income Plan

Dated: February 14, 2014

/S/ Bruce Whitman  
By: Bruce Whitman  
Title: President and Chief Executive Officer,  
FlightSafety International, Inc.

Fruit of the Loom Pension Trust

Dated: February 14, 2014

/S/ Rick Medlin  
By: Rick Medlin  
Title: President and Chief Executive Officer, Fruit of the Loom

GEICO Corporation Pension Plan Trust

Dated: February 14, 2014

/S/ Michael H. Campbell  
By: Michael H. Campbell  
Title: Senior Vice President, GEICO Corporation



Johns Manville Corporation Master Pension Plan

Dated: February 14, 2014

/S/ Mary Rhinehart  
By: Mary Rhinehart  
Title: President and Chief Executive Officer  
Johns Manville Corporation

BNSF Master Retirement Trust

Dated: February 14, 2014

/S/ Julie Piggott  
By: Julie Piggott  
Title: Vice President, Burlington Northern Santa Fe, LLC

Dated: February 14, 2014

/S/ R. Ted Weschler  
R. Ted Weschler