

SAMGRAY LP
Form SC 13D/A
December 13, 2005

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)

Burlington Coat Factory Warehouse Corporation

(Name of Issuer)

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

121579 10 6
(Cusip Number)

Andrew R. Milstein
c/o Burlington Coat Factory Warehouse Corporation
1830 Route 130
Burlington, New Jersey 07016
Tel: (609) 387-7800
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

December 8, 2005

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

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.

CUSIP NO. 121579 10 6

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Samgray, L.P.

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

- (a)
- (b) x

3. SEC Use Only o

4. Source of Funds (see Instructions): OO

5. Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization: Delaware

Number of Shares
Beneficially owned by
each Reporting Person

7. Sole Voting Power:

None

8. Shared Voting Power:

None

9. Sole Dispositive Power:

None

10. Shared Dispositive Power:

12,000,000

11. Aggregate Amount Beneficially Owned by Each Reporting
Person: 12,000,000 Shares.

12. Check if the Aggregate Amount in Row (11) Excludes Certain
Shares (See Instructions) x

13. Percent of Class Represented by Amount in row (11) 26.8%

14. Type of Reporting Person (See Instructions): PN

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CUSIP NO. 121579 10 6

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
Latzim Family LLC

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

- (a)
- (b) x

3. SEC Use Only

4. Source of Funds (see Instructions): OO

5. Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization: United States

| | | |
|--|-------------------------------|------------|
| Number of Shares Beneficially owned by each Reporting Person | 7. Sole Voting Power: | None |
| | 8. Shared Voting Power: | None |
| | 9. Sole Dispositive Power: | None |
| | 10. Shared Dispositive Power: | 12,000,000 |

11. Aggregate Amount Beneficially Owned by Each Reporting
Person: 12,000,000 Shares.

12. Check if the Aggregate Amount in Row (11) Excludes Certain
Shares (See Instructions)

13. Percent of Class Represented by Amount in row (11) 26.8%

14. Type of Reporting Person (See Instructions): OO

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CUSIP NO. 121579 10 6

1. Name of Reporting Person
SS or I.R.S. Identification No. of Above Person
Trust established under Article SIXTH of the last will and testament of Henrietta Milstein

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

(a)
(b)

3. SEC Use Only

4. Source of Funds (see Instructions): OO

5. Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization: United States

| | | |
|----------------------------|-------------------------------|-----------|
| Number of Shares | 7. Sole Voting Power: | None |
| Beneficially owned by each | 8. Shared Voting Power: | None |
| Reporting Person | 9. Sole Dispositive Power: | None |
| | 10. Shared Dispositive Power: | 6,743,984 |

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 6,743,984

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in row (11) 15.1%

14. Type of Reporting Person (See Instructions): OO

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CUSIP NO. 121579 10 6

1. Name of Reporting Person
 SS or I.R.S. Identification No. of Above Person
 Carol Milstein

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

(a)
 (b)

3. SEC Use Only

4. Source of Funds (see Instructions): OO

5. Check if Disclosure of Legal Proceedings is Required
 Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization: United States

| | | |
|----------------------------|-------------------------|--------|
| Number of Shares | 7. Sole Voting Power: | 67,475 |
| Beneficially owned by each | 8. Shared Voting Power: | - |
| Reporting Person | | |

9. Sole Dispositive Power: 67,475
10. Shared Dispositive Power: 6,743,984

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 6,811,459 Shares.

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in row (11) 15.2%

14. Type of Reporting Person (See Instructions): IN

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CUSIP NO. 121579 10 6

1. Name of Reporting Person
SS or I.R.S. Identification No. of Above Person
Monroe G. Milstein

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

(a)
(b)

3. SEC Use Only

4. Source of Funds (see Instructions): OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization: United States

| | | |
|--|-------------------------------|-------|
| Number of Shares Beneficially owned by each Reporting Person | 7. Sole Voting Power: | - |
| | 8. Shared Voting Power: | 1,430 |
| | 9. Sole Dispositive Power: | - |
| | 10. Shared Dispositive Power: | 1,430 |

- 11. Aggregate Amount Beneficially Owned by Each Reporting Person: 1,430 Shares.
- 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13. Percent of Class Represented by Amount in row (11) -%
- 14. Type of Reporting Person (See Instructions): IN

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CUSIP NO. 121579 10 6

- 1. Name of Reporting Person
SS or I.R.S. Identification No. of Above Person
Andrew R. Milstein
- 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
- 3. SEC Use Only
- 4. Source of Funds (see Instructions): OO
- 5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
- 6. Citizenship or Place of Organization: United States

| | | |
|---|-------------------------------|------------|
| Number of Shares | 7. Sole Voting Power: | 109,379 |
| Beneficially owned by each Reporting Person | 8. Shared Voting Power: | 25,807,170 |
| | 9. Sole Dispositive Power: | 2,718,887 |
| | 10. Shared Dispositive Power: | 12,013,032 |

- 11. Aggregate Amount Beneficially Owned by Each Reporting Person: 25,916,549
- 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13. Percent of Class Represented by Amount in row (11) 57.8%

14. Type of Reporting Person (See Instructions): IN

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CUSIP NO. 121579 10 6

1. Name of Reporting Person

SS or I.R.S. Identification No. of Above Person
Stephen E. Milstein

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

(a)
(b) x

3. SEC Use Only o

4. Source of Funds (see Instructions): OO

5. Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization: United States

| | | |
|----------------------------|-------------------------------|------------|
| Number of Shares | 7. Sole Voting Power: | 507,791 |
| Beneficially owned by each | 8. Shared Voting Power: | 25,794,138 |
| Reporting Person | 9. Sole Dispositive Power: | 3,077,736 |
| | 10. Shared Dispositive Power: | 12,000,000 |

11. Aggregate Amount Beneficially Owned by Each Reporting
Person: 26,301,929 Shares.

12. Check if the Aggregate Amount in Row (11) Excludes
Certain Shares (See Instructions) x

13. Percent of Class Represented by Amount in row (11) 58.7%

14. Type of Reporting Person (See Instructions): IN

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CUSIP NO. 121579 10 6

1. Name of Reporting Person
SS or I.R.S. Identification No. of Above Person
Lazer Milstein

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

(a)
(b) x

3. SEC Use Only o

4. Source of Funds (see Instructions): OO

5. Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization: United States

| | | |
|--|-------------------------------|------------|
| Number of Shares Beneficially owned by each Reporting Person | 7. Sole Voting Power: | None |
| | 8. Shared Voting Power: | 25,690,938 |
| | 9. Sole Dispositive Power: | 1,901,901 |
| | 10. Shared Dispositive Power: | 12,000,000 |

11. Aggregate Amount Beneficially Owned by Each Reporting
Person: 25,690,938 Shares.

12. Check if the Aggregate Amount in Row (11) Excludes
Certain Shares (See Instructions) x

13. Percent of Class Represented by Amount in row (11) 57.4%

14. Type of Reporting Person (See Instructions): IN

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Item 1. Security and Issuer

Common stock, par value \$1.00 per share (the "Common Stock") of Burlington Coat Factory Warehouse Corporation, a Delaware corporation (the "Issuer"), whose executive offices are located at 1830 Route 130, Burlington, New Jersey 08016.

Item 2. Identity and Background

(a)-(c) The undersigned hereby file this Schedule 13D Statement on behalf of:

- i. Samgray, L.P., a Delaware limited partnership ("Samgray"). Samgray is a family investment partnership.
- ii. Latzim Family LLC, a Delaware limited liability company ("Latzim"). Latzim is the general partner of Samgray.
- iii. Andrew R. Milstein ("AM"). AM is a member of Latzim owning one-third of the membership interests in Latzim. AM's principal business occupation is as an Executive Vice President of the Issuer.
- iv. Stephen E. Milstein ("SM"). SM is a member of Latzim owning one-third of the membership interests in Latzim. SM's principal business occupation is as an Executive Vice President of the Issuer.
- v. Lazer Milstein ("LM"). LM is a member of Latzim owning one-third of the membership interests. LM is also a trustee of the HM Trust (defined below). LM's principal occupation is as the owner and executive of a computer and internet services business.
- vi. Trust established under Article Sixth of the last will and testament of the late Henrietta Milstein (the "HM Trust"). The Trust was established to receive shares of Common Stock owned by the late Henrietta Milstein.
- vii. Carol Milstein ("CM"). CM is the trustee of the HM Trust. CM's principal occupation is as a homemaker. CM is the wife of AM.
- viii. Monroe G. Milstein ("MM"). MM is a limited partner of Samgray. MM's principal occupation is as President, Chief Executive Officer and as a Director of the Issuer.
- ix. Samgray, Latzim, AM, SM, LM, the HM Trust, CM and MM are sometimes collectively referred to herein as the "Reporting Persons." The business address of each of the Reporting Persons is c/o Andrew R. Milstein at 1830 Route 130, Burlington, New Jersey 08016.

(d) None of the persons referred to in Paragraph (a) above has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the persons referred to in Paragraph (a) above has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of a competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

(f) AM, SM, LM, MM and CM are citizens of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration.

Effective as of December 8, 2005, MM transferred (the "Trust Transfer") by gift 468,801 shares of common stock to the MM 2005 Intangibles Trust (the "MM Trust"). MM is the settlor and beneficiary of the MM Trust and SM is the trustee of the MM Trust.

Effective as of November 8, 2005, SM transferred by gift 19,434 shares of common stock to the SM 1994 Trust. SM is the settlor of the SM 1994 Trust and SM's children are beneficiaries under the SM 1994 Trust. AM is the trustee of the SM 1994 Trust. Of these 19,434 shares of common stock, 3,571 shares ceased to be subject to the Voting Agreement as of November 8, 2005.

Item 4. Purpose of Transaction

The purpose of the Trust Transfer is for estate planning purposes.

The Reporting Persons may acquire additional shares of the Issuer from time to time and may dispose of any or all of the shares held by them at any time.

The Reporting Persons note that on June 27, 2005, the Issuer issued the following Press Release:

"Burlington, NJ - June 27, 2005 - Burlington Coat Factory Warehouse Corporation (NYSE: BCF) announced today that its Board of Directors is exploring possible strategic alternatives for the Company to enhance stockholder value. The Company stated that no decision has been made to engage in a transaction or transactions resulting from the Board's exploration of strategic alternatives, and there can be no assurance that any transaction will occur or, if undertaken, the terms or timing thereof. Burlington Coat Factory has retained Goldman Sachs & Co. as its financial advisor to assist in this process."

Except as set forth above in this Item 4, the Reporting Persons do not have any plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) and (j), inclusive, of Item 4 of Schedule 13D. Such Persons may, at any time, from time to time, review or reconsider their position with respect to the Issuer, and formulate plans or proposals with respect to any of such matters, but have no present intention of doing so.

Item 5. Interest in Securities of the Issuer

(a) and (b) The number of shares of Common Stock of the Issuer beneficially owned by the Reporting Persons are as follows:

| <u>Name</u> | <u>Aggregate Number Of Shares Beneficially Owned</u> | <u>Percentage of Outstanding (1)</u> |
|------------------|--|--|
| Samgray (2)(4) | 12,000,000 | 26.8% |
| Latzim (2) | 12,000,000 | 26.8% |
| AM (2)(3)(4) | 25,916,549 | 57.8% |
| SM (2)(4)(5) | 26,301,929 | 58.7% |
| LM(2)(4) | 25,690,938 | 57.4% |
| HM Trust(4) | 6,743,984 | 15.1% |
| CM(6)(7) | 6,811,459 | 15.2% |
| MM(8)(9)(10)(11) | 1,430 | -% |

- (1) Based on 44,767,463 shares of Common Stock outstanding as of September 30, 2005.
 - (2) Includes 12,000,000 shares owned by Samgray as to which Latzim, AM, SM and LM may be deemed to share beneficial ownership, subject to the provisions of the Voting Agreement.
 - (3) Includes 79,379 shares of Common Stock held by AM as trustee of the SM 1994 Trust, and 13,032 shares of Common Stock held by AM as Trustee of the SGM 1995 Trust, trusts established for the benefit of the children of SM. AM holds voting and dispositive power with respect to the shares but disclaims any pecuniary interest in such shares. Also includes 67,200 shares of Common Stock underlying options granted to AM. Excludes 67,475 shares in which AM's spouse and AM may be deemed to have an indirect interest. AM disclaims any such interest. Also excludes 150,393 shares of Common Stock donated by AM to various trusts established for the benefit of the children of AM, as to which shares AM disclaims beneficial ownership.
 - (4) Samgray, AM, SM, LM and the Article Sixth Trust have entered into the Voting Agreement, pursuant to which the parties to the Voting Agreement have granted AM and SM, (and LM, should either of AM or SM die, suffer incapacity or resign), an irrevocable proxy to vote the shares of Common Stock owned by such parties. In case of a deadlock as to how the shares will be voted, LM has the power to decide which position shall prevail; except if such deadlock occurs while LM is serving, the deadlock will be broken by an individual designated by LM and the other proxy then serving with him. As of December 8, 2005, there were an aggregate of 25,690,938 shares of Common Stock subject to the Voting Agreement representing 57.4% of the issued and outstanding shares of Common Stock of the Company.
 - (5) Includes (a) 16,068 shares of Common Stock held by SM as trustee under trust agreement dated December 31, 1984 for the benefit of the niece of SM and daughter of AM and (b) 22,922 shares of Common Stock held by SM as trustee under trust agreement dated November 4, 1988 for the benefit of the nephew of SM and son of AM. SM holds voting and dispositive power with respect to the shares but disclaims any pecuniary interest in such shares. Also includes 67,200 shares of Common Stock underlying options granted to SM. Also includes 468,801 shares held by SM as trustee of the MM Trust for the benefit of MM. SM holds voting and dispositive power with respect to such shares but disclaims any pecuniary interest in such shares. Excludes 126,976 shares of Common Stock donated by SM to various trusts established for the benefit of the children of SM, as to which shares SM disclaims beneficial ownership.
 - (6) CM, as a trustee of the HM Trust, has certain dispositive rights over the 6,743,984 shares of Common Stock owned by the HM Trust, subject to the Voting Agreement. The voting rights over the shares have been granted to AM and SM pursuant to the Voting Agreement. CM disclaims beneficial ownership of the shares of Common Stock beneficially owned by her husband, AM.
 - (7) Includes 67,475 shares held in the "Carol Milstein Trustee u/a DTD May 4, 2000" trust (the "2000 Trust"), of which CM is the trustee. CM may be deemed to have an indirect beneficial interest in the shares held by the 2000 Trust because her children are beneficiaries under the 2000 Trust.
8. MM, as a limited partner of Samgray, may be deemed to be a member of a group with the other partners of Samgray. MM is not a party to the Voting Agreement.

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- (9) Excludes (i) 308,014 shares of Common Stock representing MM's proportionate interest in 1,400,000 shares of Common Stock owned by MHLAS Limited Partnership Number One, of which MM is a limited partner, (ii) 11,772,216 shares of Common Stock representing MM's proportionate interest in 12,000,000 shares of Common Stock owned by Samgray, L.P., of which MM is a limited partner, and (iii) 468,801 shares owned by the MM Trust of which MM is settlor and beneficiary.

(10) Does not include 6,743,984 shares of Common Stock owned by the Article Sixth Trust, of which MM is a beneficiary. MM has certain limited dispositive rights with respect to the shares of Common Stock owned by the Article Sixth Trust as to which he disclaims beneficial ownership. Also does not include 2,000 shares of Common Stock owned by MM's spouse.

(11) Includes 1,430 shares owned by the Estate of Henrietta Milstein. As executor of the Estate, MM has voting and dispositive power over these shares but disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

(c) Except as set forth in response to Item 3, none of the persons listed in response to Item 2 above acquired any ordinary shares of the Issuer during the past 60 days.

(d) Except as described above, no person other than each respective record owner referred to herein of ordinary shares is known to have the right to receive or the power to direct the receipt of dividends from or the proceeds of sale of such shares.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

LM has granted a power of attorney to his spouse with respect to certain securities of the Issuer owned by LM. Except as described above, there are no contracts, arrangements, understandings or relationships (legal or otherwise), among the persons named in Item 2 hereof, or between such persons and the other person with respect to any securities of the Issuer, including but not limited to transfer or voting of any other securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees or profits, divisions of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits

Exhibit A - Agreement Pursuant to Rule 13d - 1(k) (Previously filed)

Exhibit B - Partnership Agreement of Samgray, L.P. (Previously filed)

Exhibit C - Voting Agreement (Previously filed)

[SIGNATURE PAGE FOLLOWS]

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this Statement is true, complete and correct.

Dated: December 13, 2005

SAMGRAY, L.P.

By: Latzim Family LLC (General Partner)

TRUST ESTABLISHED UNDER ARTICLE
SIXTH OF THE LAST WILL AND TESTAMENT
OF HENRIETTA MILSTEIN

By: /s/ Andrew R. Milstein
Andrew R. Milstein, Member

LATZIM FAMILY LLC

By: /s/ Andrew R. Milstein
Andrew R. Milstein, Member

By: /s/ Carol Milstein
Carol Milstein, Trustee

/s/ Monroe G. Milstein

MONROE G. MILSTEIN

/s/ Andrew R. Milstein

ANDREW R. MILSTEIN

/s/ Stephen E. Milstein

STEPHEN E. MILSTEIN

/s/Lazer Milstein

LAZER MILSTEIN