

Edgar Filing: FOOTSTAR INC - Form SC 13G/A

FOOTSTAR INC  
Form SC 13G/A  
February 14, 2006

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OMB APPROVAL  
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OMB Number: 3235-0145  
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Expires: December 31, 2005  
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Estimated average burden hours per  
response.....11  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

Footstar, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
-----

(Title of Class of Securities)

344912-10-0  
-----

(CUSIP Number)

December 31, 2005  
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(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)

\*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 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 (however, see  
the Notes).

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1. NAME OF REPORTING PERSON:

ESL Partners, L.P., a Delaware limited partnership  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
22-2875193

---

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

(a)

(b)

---

3. SEC USE ONLY

---

4. CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

---

NUMBER OF 5. SOLE VOTING POWER:  
SHARES 0

---

BENEFICIALLY 6. SHARED VOTING POWER:  
OWNED BY 0

---

EACH 7. SOLE DISPOSITIVE POWER:  
REPORTING 0

---

PERSON 8. SHARED DISPOSITIVE POWER:  
WITH 0

---

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
0

---

10. CHECK BOX 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):  
0%

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12. TYPE OF REPORTING PERSON (See Instructions):

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PN

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1. NAME OF REPORTING PERSON:  
ESL Institutional Partners, L.P., a Delaware limited partnership  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
06-1456821

---

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
  
(a)   
(b)

---

3. SEC USE ONLY

---

4. CITIZENSHIP OR PLACE OF ORGANIZATION:  
Delaware

---

NUMBER OF 5. SOLE VOTING POWER:  
SHARES 0

---

BENEFICIALLY 6. SHARED VOTING POWER:  
OWNED BY 0

---

EACH 7. SOLE DISPOSITIVE POWER:  
REPORTING 0

---

PERSON 8. SHARED DISPOSITIVE POWER:  
WITH 0

---

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
0

---

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

---

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):  
0%

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12. TYPE OF REPORTING PERSON (See Instructions):  
PN

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1. NAME OF REPORTING PERSON:  
ESL Investors, L.L.C., a Delaware limited liability company  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):  
13-4095958

---

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

(a)

(b)

---

3. SEC USE ONLY

---

4. CITIZENSHIP OR PLACE OF ORGANIZATION:  
Delaware

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NUMBER OF 5. SOLE VOTING POWER:  
SHARES 0

---

BENEFICIALLY 6. SHARED VOTING POWER:  
OWNED BY 0

---

EACH 7. SOLE DISPOSITIVE POWER:  
REPORTING 0

---

PERSON 8. SHARED DISPOSITIVE POWER:  
WITH 0

---

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
0

---

10. CHECK BOX 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):  
0%

---

12. TYPE OF REPORTING PERSON (See Instructions):  
OO

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1. NAME OF REPORTING PERSON:  
ESL Investment Management LLC, a Delaware limited liability company  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

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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

---

NUMBER OF 5. SOLE VOTING POWER:  
SHARES 0

---

BENEFICIALLY 6. SHARED VOTING POWER:  
OWNED BY 0

---

EACH 7. SOLE DISPOSITIVE POWER:  
REPORTING 0

---

PERSON 8. SHARED DISPOSITIVE POWER:  
WITH 0

---

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
0

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

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(See Instructions)

[ ]

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):  
0%

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12. TYPE OF REPORTING PERSON (See Instructions):  
OO

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Item 1(a). Name of Issuer:  
Footstar, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:  
933 Macarthur Blvd., Mahwah, NJ 07430

Item 2(a). Name of Person Filing:  
ESL Partners, L.P.  
ESL Institutional Partners, L.P.  
ESL Investors, L.L.C.  
ESL Investment Management, LLC (collectively, the "Reporting Persons")

Item 2(b). Address of Principal Business Office or, if None, Residence:  
200 Greenwich Avenue, Greenwich, CT 06830

Item 2(c). Citizenship:  
ESL Partners, L.P. - Delaware  
ESL Institutional Partners, L.P. - Delaware  
ESL Investors, L.L.C. - Delaware  
ESL Investment Management, LLC - Delaware

Item 2(d). Title of Class of Securities:  
Common Stock, par value \$.01 per share (the "Shares")

Item 2(e). CUSIP Number:  
344912-10-0

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:  
(a)  Broker or dealer registered under Section 15 of the Exchange Act.

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- (b)  Bank as defined in section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

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- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

(a) Amount beneficially owned:

As of December 31, 2005, none of the Reporting Persons beneficially owned any Shares.

(b) Percent of class:

The number of Shares of which each of the Reporting Persons may be deemed to be the beneficial owner constitutes 0% of the total number of Shares outstanding.

(c) Number of Shares as to which each of the Reporting Persons has:

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

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 each of the Reporting Persons has ceased to be the owner of more than five percent of the class of securities, check the following [x].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

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Not applicable.

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.

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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.

Dated: February 14, 2006

ESL PARTNERS, L.P.

By: RBS Partners, L.P., as its general partner

By: ESL Investments, Inc., as its general partner

By: /s/Theodore W. Ullyot

-----  
Name: Theodore W. Ullyot  
Title: EVP & General Counsel

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, L.L.C., as its general partner

By: ESL Investments, Inc., as its manager

By: /s/Theodore W. Ullyot

-----  
Name: Theodore W. Ullyot  
Title: EVP & General Counsel

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., as its managing



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member

By: ESL Investments, Inc., as its general partner

By: /s/Theodore W. Ullyot

-----  
Name: Theodore W. Ullyot  
Title: EVP & General Counsel

ESL INVESTMENT MANAGEMENT, LLC

By: /s/Theodore W. Ullyot

-----  
Name: Theodore W. Ullyot  
Title: EVP & General Counsel

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EXHIBITS

Exhibit 1            Joint Filing Agreement

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EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the common stock of Footstar, Inc. and further agree that this Joint Filing Agreement shall be included as an Exhibit to such joint filing. In evidence thereof, the undersigned, being duly authorized, hereby execute this Agreement as of February 14, 2006.

ESL PARTNERS, L.P.

By: RBS Partners, L.P., as its general partner

By: ESL Investments, Inc., as its general partner

By: /s/Theodore W. Ullyot

-----  
Name: Theodore W. Ullyot  
Title: EVP & General Counsel

ESL INSTITUTIONAL PARTNERS, L.P.

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By: RBS Investment Management, L.L.C., as  
its general partner

By: ESL Investments, Inc., as its manager

By: /s/Theodore W. Ullyot

-----  
Name: Theodore W. Ullyot  
Title: EVP & General Counsel

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., as its managing  
member

By: ESL Investments, Inc., as its general  
partner

By: /s/Theodore W. Ullyot

-----  
Name: Theodore W. Ullyot  
Title: EVP & General Counsel

ESL INVESTMENT MANAGEMENT, LLC

By: /s/Theodore W. Ullyot

-----  
Name: Theodore W. Ullyot  
Title: EVP & General Counsel