

NEW YORK TIMES CO
Form 3
March 06, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â HARBINGER HOLDINGS, LLC			(Month/Day/Year)	NEW YORK TIMES CO [NYT]	
(Last)	(First)	(Middle)	03/04/2009		
555 MADISON AVENUE, Â 16TH FLOOR			4. Relationship of Reporting Person(s) to Issuer		
(Street)			(Check all applicable)		
NEW YORK, Â NY Â 10022			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) * See Remarks		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)		
			6. Individual or Joint/Group Filing(Check Applicable Line)		
			<input type="checkbox"/> Form filed by One Reporting Person		
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	28,538,434	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
---	---	--	---	---	--

Edgar Filing: NEW YORK TIMES CO - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Equity Swap	Â (8)(9)	Â (8)(9)	Class A Common Stock	229,545	\$ 15.3044	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(8)</u> <u>(9)</u>
Equity Swap	Â (8)(9)	Â (8)(9)	Class A Common Stock	450,000	\$ 15.8483	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(8)</u> <u>(9)</u>
Equity Swap	Â (8)(9)	Â (8)(9)	Class A Common Stock	585,720	\$ 15.9616	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(8)</u> <u>(9)</u>
Equity Swap	Â (8)(9)	Â (8)(9)	Class A Common Stock	150,000	\$ 13.399	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(8)</u> <u>(9)</u>
Equity Swap	Â (8)(9)	Â (8)(9)	Class A Common Stock	66,000	\$ 13.4397	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(8)</u> <u>(9)</u>
Equity Swap	Â (8)(9)	Â (8)(9)	Class A Common Stock	99,000	\$ 13.9	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(8)</u> <u>(9)</u>
Equity Swap	Â (8)(9)	Â (8)(9)	Class A Common Stock	117,000	\$ 13.5422	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(8)</u> <u>(9)</u>
Equity Swap	Â (8)(9)	Â (8)(9)	Class A Common Stock	142,200	\$ 12.755	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(8)</u> <u>(9)</u>
Equity Swap	Â (8)(9)	Â (8)(9)	Class A Common Stock	187,570	\$ 13.1115	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(8)</u> <u>(9)</u>
Equity Swap	Â (8)(9)	Â (8)(9)	Class A Common Stock	120,000	\$ 13.8514	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(8)</u> <u>(9)</u>
Equity Swap	Â (8)(9)	Â (8)(9)	Class A Common Stock	99,600	\$ 13.835	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(8)</u> <u>(9)</u>
Equity Swap	Â (8)(9)	Â (8)(9)	Class A Common Stock	93,000	\$ 13.483	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(8)</u> <u>(9)</u>
Equity Swap	Â (8)(9)	Â (8)(9)	Class A Common Stock	33,000	\$ 12.84	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(8)</u> <u>(9)</u>
Equity Swap	Â (8)(9)	Â (8)(9)	Class A	42,000	\$ 12.9047	I	Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>

			Common Stock				(8) (9)
Equity Swap	Â (8)(9)	Â (8)(9)	Class A Common Stock	45,000	\$ 12.8398	I	Footnotes (1) (2) (3) (8) (9)
Equity Swap	Â (8)(9)	Â (8)(9)	Class A Common Stock	192,000	\$ 15.2723	I	Footnotes (1) (2) (3) (8) (9)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARBINGER HOLDINGS, LLC 555 MADISON AVENUE 16TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	* See Remarks
HARBINGER CAPITAL PARTNERS LLC 555 MADISON AVENUE, 16TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	* See Remarks

Signatures

Harbinger Holdings, LLC(+), By: /s/ Philip Falcone	03/06/2009
**Signature of Reporting Person	Date
Harbinger Capital Partners LLC(+), By: Harbinger Holdings, LLC, Managing Member, By: /s/ Philip Falcone	03/06/2009
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- IMPORTANT NOTE: THE SECURITIES SET FORTH IN THIS REPORT ARE DIRECTLY BENEFICIALLY OWNED BY HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. AND/OR HARBINGER CAPITAL PARTNERS NY, LLC (COLLECTIVELY, THE "FUNDS"). ALL OTHER REPORTING PERSONS ARE INCLUDED WITHIN THIS REPORT DUE TO THEIR AFFILIATION WITH ONE OR MORE OF THE FUNDS.
- (1) Harbinger Capital Partners Master Fund I, Ltd., or the Master Fund, is the direct beneficial owner of 100 shares of Issuer's class A common stock, or the Shares, and the indirect beneficial owner of the 28,538,334 Shares directly beneficially owned by Harbinger Capital Partners NY, LLC, or the LLC (see Note 6).
 - (2) These securities may be deemed to be indirectly beneficially owned by the following: Harbinger Capital Partners LLC, or Harbinger LLC, the investment manager of the Master Fund, Harbinger Holdings, LLC, or Harbinger Holdings, the managing member of Harbinger LLC and Philip Falcone, the managing member of Harbinger Holdings and the portfolio manager of the Master Fund. Such persons disclaim beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose. The Master Fund and Philip Falcone previously reported their beneficial ownership on a Form 3 filed on February 11, 2008 and have made required Form 4 filings since that date.
 - (3) Harbinger Capital Partners Special Situations Fund, L.P., or the Special Situations Fund, does not own any Shares of the Issuer directly or indirectly.
 - (4)

Edgar Filing: NEW YORK TIMES CO - Form 3

(5) Harbinger Capital Partners Special Situations GP, LLC, or HCPSS, the general partner of the Special Situations Fund, Harbinger Holdings, the managing member of HCPSS and Philip Falcone, the managing member of Harbinger Holdings and the portfolio manager of the Special Situations Fund. Such persons disclaim beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose. The Special Situations Fund and HCPSS previously reported their beneficial ownership on a Form 3 filed on February 11, 2008 and have made required Form 4 filings since that date.

(6) The Master Fund, the Special Situations Fund and Firebrand Investments, LLC, or Firebrand Investments, are members of the LLC. Scott Galloway is the managing member of Firebrand Investments. The Master Fund has sole investment control over the securities directly owned by the LLC that were contributed to the LLC by the Master Fund or purchased using capital contributions of the Master Fund to the LLC.

(7) Under the terms of the operating agreement of the LLC, Firebrand Investments has an interest in the net profits from investments in the Issuer that are made by the Master Fund and the Special Situations Fund, including direct investments and indirect investments through the LLC. Mr. Galloway may be deemed to indirectly beneficially own securities that are beneficially owned by Firebrand Investments. Firebrand Investments and Mr. Galloway disclaim beneficial ownership of the securities beneficially owned by the LLC, the Master Fund and the Special Situations Fund, except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(8) On January 17, 2008, January 28, 2008, January 29, 2008, August 5, 2008, August 8, 2008, August 11, 2008, August 12, 2008, August 13, 2008, August 14, 2008, August 15, 2008, August 18, 2008, August 19, 2008, August 20, 2008, August 20, 2008, August 27, 2008, and September 19, 2008, the Master Fund entered into an equity swap transaction with a counterparty effective on such dates under which the counterparty agreed to pay the Master Fund an amount equal to any increase, and the Master Fund agreed to pay the counterparty an amount equal to any decrease, in the official market price of 229,545, 450,000, 585,720, 150,000, 66,000, 99,000, 117,000, 142,200, 187,570, 120,000, 99,600, 93,000, 33,000, 42,000, 45,000, and 192,000 notional shares, respectively, above or below an initial reference price of US\$15.3044, \$15.8483, \$15.9616, \$13.399, \$13.4397, \$13.9, \$13.5422, \$12.755, \$13.1115, \$13.8514, \$13.835, \$13.483, \$12.84, \$12.9047, \$12.8398 (continued on footnote 9)

(9) and \$15.2723, respectively, per share upon close-out of any transaction. The equity swap transaction does not contemplate interim payments of appreciation or depreciation of the shares, and the Master Fund is not entitled to any dividends on the shares or equivalent thereof. All balances will be cash settled, and neither party shall acquire any ownership interest, voting or similar rights, or dispositive power over any share under the equity swap transaction. The equity swap transaction may be closed out by the Master Fund at any time.

Â

Remarks:

(*)Â TheÂ ReportingÂ PersonsÂ andÂ theÂ otherÂ personsÂ referredÂ toÂ theÂ footnotesÂ toÂ thisÂ StatementÂ mayÂ beÂ a "group"Â forÂ purposesÂ ofÂ theÂ SecuritiesÂ ExchangeÂ ActÂ ofÂ 1934.Â EachÂ ReportingÂ PersonÂ disclaimsÂ beneficial ownership of the securities deemed to be owned by the group that are not directly owned by the reporting person. This is not deemed an admission that such Reporting Person is a member of a group or the beneficial owner of securities owned by such Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.