

SAN DIEGO REVITALIZATION CORP
Form SC 13D/A
January 09, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D/A
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(a)

(Amendment No. 3) (1)

PRICE LEGACY CORPORATION

(Name of Issuer)

8 3/4% SERIES A CUMULATIVE REDEEMABLE PREFERRED STOCK

(Title of Class of Securities)

74144P205

(CUSIP Number)

JAMES F. CAHILL
SAN DIEGO REVITALIZATION CORP.
7979 IVANHOE AVENUE, SUITE 520
LA JOLLA, CALIFORNIA 92037
TELEPHONE (858) 551-2303

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

DECEMBER 23, 2003

(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 that 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.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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1 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

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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 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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NAME OF REPORTING PERSONS
1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

San Diego Revitalization Corp.
33-0898712

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

SEC USE ONLY
3

SOURCE OF FUNDS
4 WC, OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
5 PURSUANT TO ITEMS 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION
6 California

NUMBER OF 7 SOLE VOTING POWER
SHARES 1,450,000 (See Item 5)

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY
EACH REPORTING 9 SOLE DISPOSITIVE POWER
PERSON 1,450,000 (See Item 5)

WITH 10 SHARED DISPOSITIVE POWER

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11 1,450,000 (See Item 5)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
12

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[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13 5.3% (See Item 5)

TYPE OF REPORTING PERSON*
14 OO - Nonprofit Corporation

* See instructions before filling out!

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This Amendment No. 3 relates to the 8 3/4% Series A Cumulative Redeemable Preferred Stock ("Series A Preferred Stock") of Price Legacy Corporation, a Maryland corporation ("Price Legacy"), and amends the Schedule 13D, filed by San Diego Revitalization Corp., a California nonprofit corporation ("SDRC"), with the Securities and Exchange Commission (the "SEC") on January 11, 2002 (the "Original 13D"), as amended by Amendment No. 1 thereto, filed by SDRC with the SEC on January 18, 2002, and Amendment No. 2 thereto, filed by SDRC with the SEC on August 30, 2002 (the Original 13D, as so amended, being the "Schedule 13D"). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Items 5(a), 5(b), and 5(e) of the Schedule 13D are amended and restated as follows:

- (a)-(b) SDRC presently beneficially owns, in the aggregate, 1,450,000 shares of Series A Preferred Stock, which represent approximately 5.3% of the issued and outstanding Series A Preferred Stock.(2) Of these 1,450,000 shares, SDRC has sole voting and dispositive power over all of them and shared voting and dispositive power