

New York & Company, Inc.  
Form SC 13G/A  
February 13, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

(Rule 13d-102)

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

**TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS**

**THERE TO FILED PURSUANT TO RULE 13d-2(b)**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

**New York & Company, Inc.**

(Name of Issuer)

**Common Stock, par value \$0.001 per share**

(Title of Class of Securities)

**649295102**

(CUSIP Number)

**January 31, 2006**

(Date of Event Which Requires Filing of this Statement)

Edgar Filing: New York & Company, Inc. - 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 the disclosures provided in a prior cover page.

The information required in 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).

---

CUSIP No. 649295102

Page 2 of 14

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
BSMB/NYCG LLC (1)
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
Delaware
- |   |    |                          |               |
|---|----|--------------------------|---------------|
|   | 5. | Sole Voting Power        | 31,618,972(2) |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. | Shared Voting Power      | 0             |
|   | 7. | Sole Dispositive Power   | 31,618,972(2) |
|   | 8. | Shared Dispositive Power | 0             |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
31,618,972(2)
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
57.4%
  12. Type of Reporting Person (See Instructions)  
OO

---

(1) The Reporting Person is a party to a Stockholders Agreement dated August 25, 2004, as amended from time to time, pursuant to which the Reporting Person has agreed to vote shares of New York & Company, Inc. to cause the authorized number of directors on the Board of Directors to be ten directors.

(2) John D. Howard is a senior managing director of Bear, Stearns & Co. Inc., a subsidiary of The Bear Stearns Companies, Inc. Through his ownership of JDH Management LLC, Mr. Howard exercises investment direction over the reported securities held by Bear Stearns Merchant Banking (the several limited partnerships controlled by Bear Stearns Merchant Capital II, L.P., together with any affiliates through which such partnerships invest) and BSMB/NYCG LLC. Mr. Howard and The Bear Stearns Companies Inc. share investment and voting power with respect to shares owned by Bear Stearns Merchant Banking and BSMB/NYCG LLC, but disclaim beneficial ownership of such shares. The number of shares reported consists of 31,618,972 shares of common stock, also reflected on the cover page for John D. Howard.

CUSIP No. 649295102

Page 3 of 14

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
John D. Howard (1)
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a)
  - (b)
3. SEC Use Only
4. Citizenship or Place of Organization  
United States
5. Sole Voting Power  
31,618,972(2)
6. Shared Voting Power  
0
7. Sole Dispositive Power  
31,618,972(2)
8. Shared Dispositive Power  
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
31,618,972(2)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
57.4%
12. Type of Reporting Person (See Instructions)  
IN

---

(1) Pursuant to a Stockholders Agreement dated August 25, 2004, as amended from time to time, the Reporting Person is required to vote shares of New York & Company, Inc. owned by BSMB/NYCG LLC to cause the authorized number of directors on the Board of Directors to be ten directors.

(2) John D. Howard is a senior managing director of Bear, Stearns & Co. Inc., a subsidiary of The Bear Stearns Companies, Inc. Through his ownership of JDH Management LLC, Mr. Howard exercises investment direction over the reported securities held by Bear Stearns Merchant Banking (the several limited partnerships controlled by Bear Stearns Merchant Capital II, L.P., together with any affiliates through which such partnerships invest) and BSMB/NYCG LLC. Mr. Howard and The Bear Stearns Companies Inc. share investment and voting power with respect to shares owned by Bear Stearns Merchant Banking and BSMB/NYCG LLC, but disclaim beneficial ownership of such shares. The number of shares reported consists of 31,618,972 shares of common stock, also reflected on the cover page for BSMB/NYCG LLC.

CUSIP No. 649295102

Page 4 of 14

- |     |   |
|-----|---|
| 1.  | Names of Reporting Persons.<br>I.R.S. Identification Nos. of above persons (entities only)<br>Richard P. Crystal (1)          |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input type="radio"/> |
| 3.  | SEC Use Only  |
| 4.  | Citizenship or Place of Organization<br>United States   |
| 5.  | Sole Voting Power<br>2,424,288(2)   |
| 6.  | Shared Voting Power<br>0  |
| 7.  | Sole Dispositive Power<br>2,424,288(2)  |
| 8.  | Shared Dispositive Power<br>0   |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>2,424,288(2)  |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>                     |
| 11. | Percent of Class Represented by Amount in Row (9)<br>4.2%   |
| 12. | Type of Reporting Person (See Instructions)<br>IN   |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

---

(1) The Reporting Person is a party to a Stockholders Agreement dated August 25, 2004, as amended from time to time, pursuant to which the Reporting Person has agreed to vote shares of New York & Company, Inc. to cause the authorized number of directors on the Board of Directors to be ten directors.

(2) Includes 43,553 shares of common stock and 2,380,735 shares of common stock currently issuable upon exercise of options. Does not include options to purchase 236,784 shares of common stock to be vested once fiscal 2005 earning targets are confirmed by audited annual financial statements. Does not include shares owned by the Lara Crystal 2004 Trust, Jessica Crystal 2004 Trust, Ian Crystal 2004 Trust, or Meredith Cohen 2004 Trust.

CUSIP No. 649295102

Page 5 of 14

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Ronald W. Ristau (1)
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
United States
- |   |    |  |
|---|----|--|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>1,490,507(2)      |
|   | 6. | Shared Voting Power<br>85,726(3)       |
|   | 7. | Sole Dispositive Power<br>1,490,507(2) |
|   | 8. | Shared Dispositive Power<br>85,726(3)  |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,576,233(4)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
2.8%
12. Type of Reporting Person (See Instructions)  
IN

---

(1) The Reporting Person is a party to a Stockholders Agreement dated August 25, 2004, as amended from time to time, pursuant to which the Reporting Person has agreed to vote shares of New York & Company, Inc. to cause the authorized number of directors on the Board of Directors to be ten directors.

(2) Includes 258,424 shares of common stock, as well as 1,232,083 shares of common stock issuable upon exercise of options. Does not include options to purchase 152,594 shares of common stock to be vested once fiscal 2005 earning targets are confirmed by audited annual financial statements. Does not include 85,726 shares owned by the RWR 2004 Grantor Retained Annuity Trust.

(3) Reflects shares owned by the RWR 2004 Grantor Retained Annuity Trust.

(4) Includes 344,150 shares of common stock, including 85,726 shares owned by the RWR 2004 Grantor Retained Annuity Trust, as well as 1,232,083 shares of common stock issuable upon exercise of options. Does not include options to purchase 152,594 shares of common stock to be vested once fiscal 2005 earning targets are confirmed by audited annual financial statements.



CUSIP No. 649295102

Page 6 of 14

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Steven M. Newman (1)
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
United States
- |   |    |    |                                      |
|---|----|----|--------------------------------------|
|   | 5. |    | Sole Voting Power<br>281,523(2)      |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With |    | 6. | Shared Voting Power<br>0             |
|   |    | 7. | Sole Dispositive Power<br>281,523(2) |
|   |    | 8. | Shared Dispositive Power<br>0        |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
281,523(2)
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
0.5%
  12. Type of Reporting Person (See Instructions)  
IN

---

(1) The Reporting Person is a party to a Stockholders Agreement dated August 25, 2004, as amended from time to time, pursuant to which the Reporting Person has agreed to vote shares of New York & Company, Inc. to cause the authorized number of directors on the Board of Directors to be ten directors.

(2) Includes 171,026 shares of common stock and 110,497 shares of common stock issuable upon exercise of options. Does not include options to purchase 18,418 shares of common stock to be vested once fiscal 2005 earning targets are confirmed by audited annual financial statements.



CUSIP No. 649295102

Page 7 of 14

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Charlotte L. Neville (1)
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
United States
- |   |    |  |                                      |
|---|----|--|--------------------------------------|
|   | 5. |  | Sole Voting Power<br>179,519(2)      |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. |  | Shared Voting Power<br>0             |
|   | 7. |  | Sole Dispositive Power<br>179,519(2) |
|   | 8. |  | Shared Dispositive Power<br>0        |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
179,519(2)
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
0.3%
  12. Type of Reporting Person (See Instructions)  
IN

---

(1) The Reporting Person is a party to a Stockholders Agreement dated August 25, 2004, as amended from time to time, pursuant to which the Reporting Person has agreed to vote shares of New York & Company, Inc. to cause the authorized number of directors on the Board of Directors to be ten directors.

(2) Includes 179,519 shares of common stock.

CUSIP No. 649295102

Page 8 of 14

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Robert J. Luzzi (1)
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a)
  - (b)
3. SEC Use Only
4. Citizenship or Place of Organization  
United States
5. Sole Voting Power  
61,364(2)
6. Shared Voting Power  
0
7. Sole Dispositive Power  
61,364(2)
8. Shared Dispositive Power  
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
61,364(2)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0.1%
12. Type of Reporting Person (See Instructions)  
IN

---

(1) The Reporting Person is a party to a Stockholders Agreement dated August 25, 2004, as amended from time to time, pursuant to which the Reporting Person has agreed to vote shares of New York & Company, Inc. to cause the authorized number of directors on the Board of Directors to be ten directors.

(2) Includes 61,364 shares of common stock issuable upon exercise of options. Does not include options to purchase 11,664 shares of common stock to be vested once fiscal 2005 earning targets are confirmed by audited annual financial statements.

CUSIP No. 649295102

Page 9 of 14

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
LARA CRYSTAL 2004 TRUST (1)
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
New York
- |   |    |                                   |
|---|----|-----------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>120,418      |
|   | 6. | Shared Voting Power<br>0          |
|   | 7. | Sole Dispositive Power<br>120,418 |
|   | 8. | Shared Dispositive Power<br>0     |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
120,418
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
0.2%
  12. Type of Reporting Person (See Instructions)  
OO

---

(1) The Reporting Person is a party to a Stockholders Agreement dated August 25, 2004, as amended from time to time, pursuant to which the Reporting Person has agreed to vote shares of New York & Company, Inc. to cause the authorized number of directors on the Board of Directors to be ten directors.

CUSIP No. 649295102

Page 10 of 14

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
JESSICA CRYSTAL 2004 TRUST (1)
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
New York
- |   |    |    |                                   |
|---|----|----|-----------------------------------|
|   | 5. |    | Sole Voting Power<br>120,418      |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With |    | 6. | Shared Voting Power<br>0          |
|   |    | 7. | Sole Dispositive Power<br>120,418 |
|   |    | 8. | Shared Dispositive Power<br>0     |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
120,418
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
0.2%
  12. Type of Reporting Person (See Instructions)  
OO

---

(1) The Reporting Person is a party to a Stockholders Agreement dated August 25, 2004, as amended from time to time, pursuant to which the Reporting Person has agreed to vote shares of New York & Company, Inc. to cause the authorized number of directors on the Board of Directors to be ten directors.

CUSIP No. 649295102

Page 11 of 14

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
IAN CRYSTAL 2004 TRUST (1)
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
New York
- |   |    |                                   |  |
|---|----|-----------------------------------|--|
|   | 5. | Sole Voting Power<br>120,418      |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. | Shared Voting Power<br>0          |  |
|   | 7. | Sole Dispositive Power<br>120,418 |  |
|   | 8. | Shared Dispositive Power<br>0     |  |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
120,418
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
0.2%
  12. Type of Reporting Person (See Instructions)  
OO

---

(1) The Reporting Person is a party to a Stockholders Agreement dated August 25, 2004, as amended from time to time, pursuant to which the Reporting Person has agreed to vote shares of New York & Company, Inc. to cause the authorized number of directors on the Board of Directors to be ten directors.

CUSIP No. 649295102

Page 12 of 14

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
MEREDITH COHEN 2004 TRUST (1)
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
New York
- |   |    |                          |         |
|---|----|--------------------------|---------|
|   | 5. | Sole Voting Power        | 120,418 |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. | Shared Voting Power      | 0       |
|   | 7. | Sole Dispositive Power   | 120,418 |
|   | 8. | Shared Dispositive Power | 0       |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
120,418
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
0.2%
  12. Type of Reporting Person (See Instructions)  
OO

---

(1) The Reporting Person is a party to a Stockholders Agreement dated August 25, 2004, as amended from time to time, pursuant to which the Reporting Person has agreed to vote shares of New York & Company, Inc. to cause the authorized number of directors on the Board of Directors to be ten directors.

CUSIP No. 649295102

Page 13 of 14

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
RWR 2004 GRANTOR RETAINED ANNUITY TRUST (1)
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a)
  - (b)
3. SEC Use Only
4. Citizenship or Place of Organization  
New York
5. Sole Voting Power  
0
6. Shared Voting Power  
85,726(2)
7. Sole Dispositive Power  
0
8. Shared Dispositive Power  
85,726(2)
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
85,726(2)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0.2%
12. Type of Reporting Person (See Instructions)  
OO

---

(1) Reporting Person is a party to a Stockholders Agreement dated August 25, 2004, as amended from time to time, pursuant to which the Reporting Person has agreed to vote shares of New York & Company, Inc. to cause the authorized number of directors on the Board of Directors to be ten directors.

(2) Consists of 85,726 shares of common stock, also reflected on the cover page for Ronald W. Ristau.

CUSIP No. 649295102

Page 14 of 14

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
National Philanthropic Trust (1)
  2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)    
(b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
Pennsylvania
- |   |    |    |                                     |
|---|----|----|-------------------------------------|
|   | 5. |    | Sole Voting Power<br>30,000(2)      |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With |    | 6. | Shared Voting Power<br>0            |
|   |    | 7. | Sole Dispositive Power<br>30,000(2) |
|   |    | 8. | Shared Dispositive Power<br>0       |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
30,000(2)
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
0.1%
  12. Type of Reporting Person (See Instructions)  
EP

---

(1) Reporting Person is a party to a Stockholders Agreement dated August 25, 2004, as amended from time to time, pursuant to which the Reporting Person has agreed to vote shares of New York & Company, Inc. to cause the authorized number of directors on the Board of Directors to be ten directors.



**Item 1.**

- (a) Name of Issuer  
New York & Company, Inc. (the Issuer )
- (b) Address of Issuer's Principal Executive Offices  
450 West 33<sup>rd</sup> Street, 5<sup>th</sup> Floor  
  
New York, New York 10001

**Item 2.**

- (a) Names of Persons Filing  
This statement on Schedule 13G is being filed jointly by (1) BSMB/NYCG LLC, (2) John D. Howard, (3) Richard P. Crystal, (4) Ronald W. Ristau, (5) Robert J. Luzzi, (6) Charlotte L. Neuville, (7) Steven M. Newman, (8) Lara Crystal 2004 Trust, (9) Jessica Crystal 2004 Trust, (10) Ian Crystal 2004 Trust, (11) Meredith Cohen 2004 Trust, (12) RWR 2004 Grantor Retained Annuity Trust and (13) National Philanthropic Trust. The persons described in items (1) through (13) are referred to herein as the Reporting Persons.
- (b) Address of Principal Business Office or, if none, Residence  
Each Reporting Person, other than BSMB/NYCG LLC, John D. Howard and National Philanthropic Trust has its, his or her principal business office at:  
450 West 33<sup>rd</sup> Street, 5<sup>th</sup> Floor  
  
New York, New York 10001  
BSMB/NYCG LLC and John D. Howard have their principal business office at:  
383 Madison Avenue, 40th Floor  
  
New York, New York 10179  
  
National Philanthropic Trust has its principal business office at:  
  
165 Township Line Road,  
  
Suite 150  
  
Jenkintown, PA 19046
- (c) Citizenship  
BSMB/NYCG LLC is a limited liability company organized in the state of Delaware.  
National Philanthropic Trust is a tax-exempt public charity organized in the commonwealth of Pennsylvania.  
John D. Howard, Richard P. Crystal, Ronald W. Ristau, Robert J. Luzzi, Charlotte L. Neuville and Steven M. Newman are citizens of the United States.  
The Lara Crystal 2004 Trust, Jessica Crystal 2004 Trust, Ian Crystal 2004 Trust, Meredith Cohen 2004 Trust and RWR 2004 Grantor Retained Annuity Trust are trusts organized in the state of New York.
- (d) Title of Class of Securities  
This Statement relates to shares of the common stock of the Issuer, par value \$0.001 per share (the Stock ).
- (e)

CUSIP Number  
649295102

**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:

The Reporting Persons beneficially own 36,653,571 shares of Stock of the Issuer, including options to purchase Stock of the Issuer.
  - (b) Percent of class:

The Reporting Persons beneficially own approximately 62.2% of the outstanding shares of Stock of the Issuer, based upon 58,917,478 shares of Stock outstanding, including options to purchase common stock of the Issuer owned by the Reporting Persons.
  - (c) Number of shares as to which the person has:
    - (i) Sole power to vote or to direct the vote
    - (ii) See the responses to Item 5 on the attached cover pages.  
Shared power to vote or to direct the vote
    - (iii) See the responses to Item 6 on the attached cover pages.  
Sole power to dispose or to direct the disposition of
    - (iv) See the responses to Item 7 on the attached cover pages.  
Shared power to dispose or to direct the disposition of
- See the responses to Item 8 on the attached cover pages.

**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 five percent 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**

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 to filings pursuant to Rule 13d-1(d).

**SIGNATURE**



Edgar Filing: New York & Company, Inc. - Form SC 13G/A

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

Dated: February 13th, 2006

**BSMB/NYCG LLC**

By: Bear Stearns Merchant Manager II, LLC  
Its: Manager

By: JDH Management LLC  
Its: Manager

By: /s/ John Howard  
Name: John Howard  
Title: President

/s/ John D. Howard  
John D. Howard

/s/ Richard P. Crystal  
Richard P. Crystal

/s/ Ronald W. Ristau  
Ronald W. Ristau

/s/ Steven M. Newman  
Steven M. Newman

/s/ Charlotte L. Neuville  
Charlotte L. Neuville

/s/ Robert J. Luzzi  
Robert J. Luzzi

**LARA CRYSTAL 2004 TRUST**

By: /s/ Carole Crystal  
Name: Carole Crystal  
Its: Trustee

**JESSICA CRYSTAL 2004 TRUST**

By: /s/ Carole Crystal  
Name: Carole Crystal  
Its: Trustee

**IAN CRYSTAL 2004 TRUST**

By: /s/ Eugene Friedman  
Name: Eugene Friedman  
Its: Trustee

**MEREDITH COHEN 2004 TRUST**

By: /s/ Eugene Friedman  
Name: Eugene Friedman  
Its: Trustee

**RWR 2004 GRANTOR RETAINED  
ANNUITY TRUST**

By: /s/ Ronald W. Ristau  
Name: Ronald W. Ristau  
Its: Trustee

**NATIONAL PHILANTHROPIC TRUST**

By: /s/ Eileen R. Heisman  
Name: Eileen R. Heisman  
Title: President and Chief Executive Officer



Index Exhibit

**SCHEDULE 13G**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
99.1	Joint Filing Agreement

20

---