

NEW YORK TIMES CO
Form 4
November 14, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P.

(Last) (First) (Middle)

555 MADISON AVENUE, 16TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEW YORK TIMES CO [NYT]

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)

* See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
___X___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock (par value \$0.10 per share)	11/12/2008		S		100	D	\$ 8.38 0
Class A Common Stock (par value \$0.10 per share)	11/12/2008		S		11,514,146	D	\$ 8.38 0

D (1) (2) (5)
(6) (7) (8)

See Notes: (1)
(2) (5) (6)
(7) (8)

share)

Class A Common Stock (par value \$0.10 per share)	200	I	See Notes: <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(6)</u> <u>(7)</u>
Class A Common Stock (par value \$0.10 per share)	28,488,234	I	See Notes: <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(6)</u> <u>(7)</u>

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

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. SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Equity Swap	<u>(8)</u>	11/13/2008		J	<u>1</u> <u>(8)</u>	<u>(8)</u>	<u>(8)</u>	Class A Common Stock	378,816	\$ 7.631

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P.		X		* See Remarks

555 MADISON AVENUE
16TH FLOOR
NEW YORK, NY 10022

HARBERT MANAGEMENT CORP
2100 THIRD AVENUE NORTH
SUITE 600
BIRMINGHAM, AL 35203

X

* See
Remarks

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS GP,
LLC
555 MADISON AVENUE
16TH FLOOR
NEW YORK, NY 10022

X

* See
Remarks

HMC - NEW YORK, INC.
555 MADISON AVENUE
16TH FLOOR
NEW YORK, NY 10022

X

* See
Remarks

Signatures

Harbinger Capital Partners Special Situations Fund, L.P., By: Harbinger Capital Partners
Special Situations GP, LLC, By: HMC - New York, Inc., Managing Member, By: /s/ Joel B.
Piassick, Executive VP

11/14/2008

__Signature of Reporting Person

Date

Harbert Management Corporation, By: /s/ Joel B. Piassick, Executive Vice President

11/14/2008

__Signature of Reporting Person

Date

Harbinger Capital Partners Special Situations GP, LLC, By: HMC-New York, Inc.,
Managing member, By: /s/ Joel B. Piassick, Executive Vice President

11/14/2008

__Signature of Reporting Person

Date

HMC-New York, Inc., By: /s/ Joel B. Piassick, Executive Vice President

11/14/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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., HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS

- (1) FUND, L.P. 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.

On Nov. 12, 2008 Harbinger Capital Partners Special Situations Fund, L.P., or the Special Situations Fund, sold 11,514,246 shares of Issuer's class A common stock, or the Shares, to Harbinger Capital Partners Master Fund I, Ltd., or the Master Fund, at a price of \$8.38

- (2) per Share. The Shares sold were comprised of the 100 Shares directly beneficially owned by the Special Situations Fund and the 11,514,146 Shares indirectly beneficially owned by the Special Situations Fund and directly beneficially owned by Harbinger Capital Partners NY, LLC (see Note 4).

- (3) The Master Fund is the direct beneficial owner of 200 Shares and the indirect beneficial owner of the 28,488,234 shares directly beneficially owned by the LLC (see Note 4).

Edgar Filing: NEW YORK TIMES CO - Form 4

Harbinger Capital Partners Offshore Manager, L.L.C., or Harbinger Management, is the investment manager of the Master Fund. HMC Investors, L.L.C., or HMC Investors, is the managing member of Harbinger Management. Philip Falcone is a member of HMC Investors and the portfolio manager of the Master Fund. Raymond J. Harbert and Michael D. Luce are members of HMC Investors. Each of

- (4) Harbinger Management, HMC Investors and Messrs. Falcone, Harbert and Luce may be deemed to beneficially own the securities owned directly or indirectly by 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.

Harbinger Capital Partners Special Situations GP, LLC, or HCPSS, is the general partner of the Special Situations Fund, HMC-New York, Inc., or HMCNY, is the managing member of HCPSS. Harbert Management Corporation, or HMC, is the parent of HMCNY. Philip Falcone is a shareholder of HMC and the portfolio manager of the Special Situations Fund. Raymond J. Harbert and Michael D. Luce are shareholders of HMC. Each of HCPSS, HMCNY, HMC, and Messrs. Falcone, Harbert and Luce may be deemed to beneficially

- (5) own the securities owned directly or indirectly by 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 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. The Special Situations Fund has sole investment control over the securities directly owned by the LLC that were contributed to the LLC by the Special Situations Fund or purchased using capital contributions of the Special Situations Fund to the LLC. Firebrand Investments has sole investment control over the securities directly owned by the LLC that were contributed to the LLC by Firebrand Investments (or certain related investors) or purchased using capital contributions of Firebrand Investments (or certain related investors) to the LLC.

- (6) 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.
- (7) 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.

On Nov. 13, 2008, the Special Situations Fund closed out a certain equity swap transaction with the counterparty thereto in the amount of 378,816 notional Shares at a price of \$7.6314. The terms of the equity swap transaction did not contemplate interim payments of appreciation or depreciation of the Shares, the Special Situations Fund was not entitled to any dividends on the Shares or equivalent thereof, and neither party acquired any ownership interest, voting or similar rights, or dispositive power over any Share under the equity swap transaction.

- (8)

Remarks:

(*) The Reporting Persons and the other persons referred to the footnotes to this Statement may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934. Each Reporting Person disclaims beneficial ownership of any securities deemed to be owned by the group that are not directly owned by the reporting person. This Statement shall not be deemed an admission that such Reporting Person is a member of a group or the beneficial owner of any securities not directly owned by such Reporting Person.

(**) Given that the EDGAR system limits the number of filers on an electronic submission filed under Section 16 to a maximum of ten, the shares reported herein as indirectly beneficially owned by Harbinger Capital Partners Master Fund I, Ltd., Harbinger Capital Partners NY, LLC, Harbinger Capital Partners Offshore Manager, L.L.C., HMC Investors, L.L.C., Philip Falcone, Raymond J. Harbert, Michael D. Luce, Firebrand Investments, LLC and Scott Galloway are also being reported on a separate Form 4 as directly beneficially owned by such persons and entities.

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.