

Edgar Filing: VENATOR GROUP INC - Form 424B3

VENATOR GROUP INC  
Form 424B3  
October 04, 2001

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File Number 333-64930

PROSPECTUS SUPPLEMENT NO. 4

VENATOR GROUP, INC.  
\$150,000,000  
5.50% Convertible Subordinated Notes due 2008  
and shares of common stock issuable upon conversion of the notes

This prospectus supplement supplements the prospectus dated August 1, 2001 of Venator Group, Inc. relating to the sale by certain of our securityholders (including their pledgees, donees, assignees, transferees, successors and others who later hold any of the securityholders' interests) of up to \$150,000,000 principal amount at maturity of notes and the shares of common stock issuable upon conversion of the notes. You should read this prospectus supplement in conjunction with the prospectus, and this prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus.

The table of selling securityholders contained in the prospectus is hereby amended to add the entities named below as selling securityholders.

NAME	AGGREGATE PRINCIPAL AMOUNT AT MATURITY OF NOTES THAT MAY BE SOLD	PERCENTAGE OF NOTES OUTSTANDING	NUMBER OF SHARES OF COMMON STOCK THAT MAY BE SOLD (1)
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Arkansas Teachers Retirement	\$ 3,386,000	2.257%	214,222
Baptist Health of South Florida	\$ 453,000	*	28,659
Boston Museum of Fine Art	\$ 47,000	*	2,973
Engineers Joint Pension Fund	\$ 439,000	*	27,774
Enterprise Convertible Securities Fund	\$ 114,000	*	7,212
Goldman Sachs and Company	\$ 33,000	*	2,087
Innovest Finanzdienstleistungs	\$ 500,000	*	31,633
Lumbermens	\$ 459,000	*	29,039
Motion Pictures Industry	\$ 508,000	*	32,139
Nicholas Applegate Convertible Fund	\$ 1,263,000	*	79,906
Physicians Life	\$ 173,000	*	10,945
San Diego City Retirement	\$ 841,000	*	53,207
San Diego County Convertible	\$ 1,689,000	1.126%	106,858
Screen Actors Guild	\$ 466,000	*	29,482
Wake Forest University	\$ 668,000	*	42,262
Writers Guild	\$ 275,000	*	17,398
Wyoming State Treasurer	\$ 936,000	*	59,218

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\* Less than one percent (1%).

- (1) Assumes conversion of all of the holder's notes at a conversion rate of 63.2671 shares of common stock per \$1,000 principal amount at maturity of the notes. This conversion rate is subject to adjustment, however, as described under "Description of the Notes - Conversion of the Notes." As a result, the number of shares of common stock issuable upon conversion of the notes may increase or decrease in the future.
- (2) Calculated based on Rule 13d-3(d)(i) of the Exchange Act, using 139,471,607 shares of common stock outstanding as of June 2, 2001. In calculating this amount for each holder, we treated as outstanding the number of shares of common stock issuable upon conversion of all that holder's notes, but we did not assume conversion of any other holder's notes.

Investing in the notes or shares of common stock involves risks that are described in the "Risk Factors" section beginning on page 7 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is October 4, 2001.