

Edgar Filing: TRUMP HOTELS & CASINO RESORTS INC - Form SC 13D/A

TRUMP HOTELS & CASINO RESORTS INC
Form SC 13D/A
July 03, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

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

(Amendment No. 6) *

TRUMP HOTELS & CASINO RESORTS, INC.

(Name of Issuer)

COMMON STOCK, par value \$.01 per share

(Title of Class of Securities)

898168 10 9

(CUSIP Number)

Robert M. Pickus
Executive Vice President and Secretary
Trump Hotels & Casino Resorts, Inc.
Huron Avenue and Brigantine Boulevard
Atlantic City, New Jersey 08401
(609) 340-5060

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

June 28, 2001

(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(b) for other parties to whom copies are to be sent.

(Page 1 of 7 Pages)

*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 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, as amended ("Act"), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act

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(however, see the Notes).

SCHEDULE 13D

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1 Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)
DONALD J. TRUMP

2 Check the Appropriate Box if a Member of a Group (a)
(b)

3 SEC Use Only

4 Source of Funds (See Instructions)
PF

5 Check if Disclosure of Legal Proceeding is Required Pursuant to
Items 2(d) or 2(e)

6 Citizenship or Place of Organization
UNITED STATES

NUMBER OF SHARES 7 Sole Voting Power
BENEFICIALLY OWNED 11,984,073
BY EACH REPORTING
PERSON WITH

8 Shared Voting Power
3,618,267

9 Sole Dispositive Power
11,984,073

10 Shared Dispositive Power
3,618,267

11 Aggregate Amount Beneficially Owned by Each Reporting Person
15,602,340

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)

13 Percent of Class Represented by Amount in Row (11)

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42.6%

14 Type of Reporting Person (See Instructions)

IN

SCHEDULE 13D

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1 Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)
TRUMP CASINOS, INC.

2 Check the Appropriate Box if a Member of a Group (a)
(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if Disclosure of Legal Proceeding is Required Pursuant to
Items 2(d) or 2(e)

6 Citizenship or Place of Organization

NEW JERSEY

NUMBER OF SHARES 7 Sole Voting Power
BENEFICIALLY OWNED
BY EACH REPORTING 0
PERSON WITH

8 Shared Voting Power

1,407,017

9 Sole Dispositive Power

0

10 Shared Dispositive Power

1,407,017

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,407,017

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)

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13 Percent of Class Represented by Amount in Row (11)

6.0%

14 Type of Reporting Person (See Instructions)

CO

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1 Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons (entities only)

TRUMP CASINOS II, INC.

2 Check the Appropriate Box if a Member of a Group (a)
(b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if Disclosure of Legal Proceeding is Required Pursuant to
Items 2(d) or 2(e)

6 Citizenship or Place of Organization

DELAWARE

NUMBER OF SHARES 7 Sole Voting Power
BENEFICIALLY OWNED
BY EACH REPORTING 0
PERSON WITH

8 Shared Voting Power

2,211,250

9 Sole Dispositive Power

0

10 Shared Dispositive Power

2,211,250

11 Aggregate Amount Beneficially Owned by Each Reporting Person

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2,211,250

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)

13 Percent of Class Represented by Amount in Row (11)

9.1%

14 Type of Reporting Person (See Instructions)

CO

This Amendment No. 6 amends Amendment No. 5 filed by the Reporting Persons with the Securities and Exchange Commission on January 18, 2001, and is being filed pursuant to Rule 13d-2(a) under the Act. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in Amendment No. 5.

1. Item 4 is hereby amended by deleting the third full paragraph of Item 4 and replacing it with the following paragraph:

From time to time, the Reporting Persons may effect open market purchases of equity and/or debt securities of the Company. Except as set forth herein, none of the Reporting Persons currently has plans or proposals which relate to or would result in the following: (a) the acquisition by any person of additional securities of the Company, or the disposition of securities of the Company; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Company or any of its subsidiaries; (d) any change in the present Board of Directors of the Company, including any plans or proposals to change the number or term of Directors or to fill any existing vacancies on the Board of Directors; (e) any material change in the present capitalization or dividend policy of the Company; (f) any other material change in the Company's business or corporate structure; (g) changes in the Company's charter, bylaws or instruments corresponding thereto or any actions which may impede the acquisition or control of the Company by any person; (h) causing a class of securities of the Company to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or (j) any action similar to any of those enumerated above.

2. Item 5 is hereby amended by deleting the second full paragraph of Item 5 and replacing it with the following paragraph:

As of June 28, 2001, there were 22,010,027 shares of common stock, par value \$.01 per share (the "Common Stock"), of the Company outstanding (the "Outstanding Shares").

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3. Item 5 is further amended by deleting the table set forth immediately after the second full paragraph of Item 5 and replacing it with the new table:

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Reporting Person	Aggregate Number of Shares Beneficially Owned	Number of Shares with Sole Power to Vote	Number of Shares with Shared Power to Vote	Number of Shares with Sole Power to Dispose
Donald J. Trump	15,602,340 (2) (3)	11,984,073 (2)	3,618,267 (3)	11,984,073 (2)
Trump Casinos, Inc.	1,407,017 (5)	0	1,407,017 (5)	0
Trump Casinos II, Inc.	2,211,250 (7)	0	2,211,250 (7)	0

Reporting Person	Number of Shares with Shared Power to Dispose	Adjusted Number of Shares Outstanding (1)	Percent of Shares Beneficially Owned (1)
Donald J. Trump	3,618,267 (3)	36,595,417 (4)	42.6%
Trump Casinos, Inc.	1,407,017 (5)	23,417,044 (6)	6.0%
Trump Casinos II, Inc.	2,211,250 (7)	24,221,277 (8)	9.1%

(1) Pursuant to Rule 13d-3 promulgated under the Act, any securities not outstanding which are subject to options, warrants, rights or conversion privileges exercisable within 60 days are deemed to be outstanding for purposes of computing the percentage of outstanding securities of the class owned by such person but are not deemed to be outstanding for the purposes of computing the percentage of any other person.

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- (2) Consists of (i) 1,016,800 shares of Common Stock held directly by Mr. Trump, (ii) 150 shares of Common Stock held indirectly by Mr. Trump as custodian for his children, (iii) 500,000 shares of Common Stock issuable upon the exercise of options currently exercisable at an exercise price of \$4.625 per share, (iv) 166,667 shares of Common Stock issuable upon the exercise of options currently exercisable at an exercise price of \$2.625 per share and (v) 10,300,456 shares of Common Stock issuable upon the conversion of limited partnership interests of Trump Hotels & Casino Resorts Holdings, L.P., a Delaware limited partnership ("THCR Holdings") of which Mr. Trump is a limited partner (the "Trump Conversion Shares").
- (3) Consists of (i) 1,407,017 shares of Common Stock issuable upon the conversion of limited partnership interests of THCR Holdings held by Trump Casinos, Inc., a New Jersey corporation ("TCI") of which Mr. Trump owns 100% (the "TCI Conversion Shares"), and (ii) 2,211,250 shares of Common Stock issuable upon the conversion of limited partnership interests of THCR Holdings held by Trump Casinos II, Inc., a Delaware corporation ("TCI-II") of which Mr. Trump owns 100% ("TCI-II Conversion Shares").
- (4) Consists of (i) the Outstanding Shares, (ii) 500,000 shares of Common Stock issuable upon the exercise of options currently exercisable at an exercise price of \$4.625 per share, (iii) 166,667 shares of Common Stock issuable upon the exercise of options currently exercisable at an exercise price of \$2.625 per share, (iv) the Trump Conversion Shares, (v) the TCI Conversion Shares and (vi) the TCI-II Conversion Shares.
- (5) Consists of the TCI Conversion Shares.
- (6) Consists of the (i) Outstanding Shares and (ii) TCI Conversion Shares.
- (7) Consists of the TCI-II Conversion Shares.
- (8) Consists of the (i) Outstanding Shares and (ii) TCI-II Conversion Shares.

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

Date: July 2, 2001

/s/ Donald J. Trump

Donald J. Trump

TRUMP CASINOS, INC.

By: /s/ Donald J. Trump

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Name: Donald J. Trump
Title: Sole Director, President and Treasurer

TRUMP CASINOS II, INC.

By: /s/ Donald J. Trump

Name: Donald J. Trump
Title: Sole Director, President and Treasurer