

WESTWOOD ONE INC /DE/
Form SC 13G/A
February 14, 2002

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
Amendment No. 2

Westwood One, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

961815107

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

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)

Page 1 of 7 pages

CUSIP No. 961815107

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13G/A

Goldman Sachs Asset Management, a separate operating unit of
Goldman, Sachs & Co.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

New York

5. Sole Voting Power

Number of 3,212,168

Shares

Beneficially

6. Shared Voting Power

1,971,740

Owned by

Each

7. Sole Dispositive Power

Reporting

3,477,238

Person

With:

8. Shared Dispositive Power

1,971,740

9. Aggregate Amount Beneficially Owned by Each Reporting Person

5,448,978

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

5.1%

12. Type of Reporting Person

IA

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13G/A

Page 2 of 7 pages

CUSIP No. 961815107

13G

- 1. Name of Reporting Person
I.R.S. Identification No. of above Person

Goldman Sachs 1998 Exchange Place Fund, L.P.

- 2. Check the Appropriate Box if a Member of a Group

(a)

(b)

- 3. SEC Use Only

- 4. Citizenship or Place of Organization

Delaware

- 5. Sole Voting Power

Number of 0

Shares

Beneficially

- 6. Shared Voting Power

789,474

Owned by

Each

- 7. Sole Dispositive Power

Reporting 0

Person

- 8. Shared Dispositive Power

With:

789,474

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

789,474

- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

- 11. Percent of Class Represented by Amount in Row (9)

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13G/A

0.7%

12. Type of Reporting Person

PN

Page 3 of 7 pages

CUSIP No. 961815107

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

Goldman Sachs 1997 Exchange Place Fund, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

1,182,266

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

1,182,266

9. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13G/A

1,182,266

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

1.1%

12. Type of Reporting Person

PN

Page 4 of 7 pages

CUSIP No. 961815107

13G

1. Name of Reporting Person

I.R.S. Identification No. of above Person

Goldman Sachs Management Partners, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

0

Shares

Beneficially

6. Shared Voting Power

1,971,740

Owned by

Each

7. Sole Dispositive Power

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13G/A

Reporting 0

Person -----

8. Shared Dispositive Power

With:

1,971,740

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,971,740

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

11. Percent of Class Represented by Amount in Row (9)

1.9%

12. Type of Reporting Person

PN

Page 5 of 7 pages

Item 4. Ownership.*

- (a). Amount beneficially owned:
See the response(s) to Item 9 on the attached cover page(s).
- (b). Percent of Class:
See the response(s) to Item 11 on the attached cover page(s).
- (c). Number of shares as to which such person has:
 - (i). Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).
 - (ii). Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).
 - (iii). Sole power to dispose or to direct the disposition of: See the response(s) to Item 7 on the attached cover page(s).
 - (iv). Shared power to dispose or to direct the disposition of: See the response(s) to Item 8 on the attached cover page(s).

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13G/A

effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

* In accordance with Securities and Exchange Commission ("SEC") Release No. 34-39538 (January 12, 1998), this filing reflects the securities beneficially owned by the asset management unit of Goldman, Sachs & Co. (the "Asset Management Unit"). This filing does not reflect securities, if any, beneficially owned by any other operating unit of Goldman, Sachs & Co. The Asset Management Unit disclaims beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which it or its employees have voting or investment discretion, or both, and (ii) certain investment entities, of which its affiliate is the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Asset Management Unit.

Page 6 of 7 pages

SIGNATURE

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

Date: February 14, 2002

GOLDMAN, SACHS & CO. on behalf of
Goldman Sachs Asset Management

By: /s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GOLDMAN SACHS 1998 EXCHANGE PLACE FUND, L.P.

By: /s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GOLDMAN SACHS 1997 EXCHANGE PLACE FUND, L.P.

By: /s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

Edgar Filing: WESTWOOD ONE INC /DE/ - Form SC 13G/A

GOLDMAN SACHS MANAGEMENT PARTNERS, L.P.

By: /s/ Roger S. Begelman

Name: Roger S. Begelman

Title: Attorney-in-fact

Page 7 of 7 pages