

Edgar Filing: POLO RALPH LAUREN CORP - Form SC 13G/A

POLO RALPH LAUREN CORP  
Form SC 13G/A  
February 14, 2008

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

SCHEDULE 13G

Under the Securities and Exchange Act of 1934  
(Amendment No. 4)\*

POLO RALPH LAUREN CORPORATION  
(Name of Issuer)

CLASS A COMMON STOCK, PAR VALUE \$.01 PER SHARE  
(Title of Class of Securities)

731572 10 3  
(CUSIP Number)

DECEMBER 31, 2007  
(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)

\* 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).

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CUSIP NO. 731572 10 3	SC 13G	PAGE 2 OF 8 PAGES
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1           NAME OF REPORTING PERSON  
              I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Ralph Lauren

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

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3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

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5 SOLE VOTING POWER  
23,070,453 (representing 21,620,453 shares of Class B Common Stock, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock, and options representing the right to acquire 1,450,000 shares of Class A Common Stock)

NUMBER OF  
SHARES

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6 SHARED VOTING POWER  
20,998,828 (representing (i) 1,557,503 shares of Class B Common Stock owned by RL Family, L.P., a partnership of which Mr. Lauren is the sole general partner, (ii) 10,756,171 shares of Class B Common Stock owned by RL Holding, L.P., a partnership controlled by RL Holding Group, Inc., a corporation wholly owned by Mr. Lauren, (iii) 26,272 shares of Class B Common Stock owned by RL Holding Group, Inc., (iv) 4,658,882 shares of Class B Common Stock held by certain grantor annuity trusts established for the benefit of Mr. Lauren's issue and for various trusts of which Mr. Lauren is a grantor and Mr. Farah is the trustee, (v) 3,029,637 shares of Class B Common Stock held by certain grantor annuity trusts established by Ricky Lauren, Mr. Lauren's wife, of which Ms. Lauren and Mr. Farah are the trustees and (vi) 970,363 shares held by Ms. Lauren, each of the shares of Class B Common stock in (i) through (vi) above, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock)

BENEFICIALLY  
OWNED  
BY EACH  
REPORTING  
PERSON  
WITH

The foregoing reflects a distribution of 660,740 shares of Class B Common Stock on December 17, 2007 of one of the grantor retained annuity trusts to a successor trust for the benefit of the reporting person's issue and for various trusts of which the reporting person is a grantor. The reporting person was a trustee of the terminating grantor retained annuity trust. The reporting person is not a trustee of the successor trust.

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7 SOLE DISPOSITIVE POWER  
23,070,453 (representing 21,620,453 shares of Class B Common Stock, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock, and options

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representing the right to acquire 1,450,000 shares of Class A Common Stock)

8 SHARED DISPOSITIVE POWER  
20,998,828 (representing (i) 1,557,503 shares of Class B Common Stock owned by RL Family, L.P., a partnership of which Mr. Lauren is the sole general partner, (ii) 10,756,171 shares of Class B Common Stock owned by RL Holding, L.P., a partnership controlled by RL Holding Group, Inc., a corporation wholly owned by Mr. Lauren, (iii) 26,272 shares of Class B Common Stock owned by RL Holding Group, Inc., (iv) 4,658,882 shares of Class B Common Stock held by certain grantor annuity trusts established for the benefit of Mr. Lauren's issue and for various trusts of which Mr. Lauren is a grantor and Mr. Farah is the trustee. Mr. Lauren is not a trustee of such trusts, (v) 3,029,637 shares of Class B Common Stock held by certain grantor annuity trusts established by Ricky Lauren, Mr. Lauren's wife, of which Ms. Lauren and Mr. Farah are the trustees and (vi) 970,363 shares held by Ms. Lauren, each of the shares of Class B Common stock in (i) through (vi) above, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock)

The foregoing reflects a distribution of 660,740 shares of Class B Common Stock on December 17, 2007 of one of the grantor retained annuity trusts to a successor trust for the benefit of the reporting person's issue and for various trusts of which the reporting person is a grantor. The reporting person was a trustee of the terminating grantor retained annuity trust. The reporting person is not a trustee of the successor trust.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
44,069,281 (representing 42,619,281 shares of Class B Common Stock, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock, and options representing the right to acquire 1,450,000 shares of Class A Common Stock)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
43.3%

12 TYPE OF REPORTING PERSON  
IN

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
  
RL Holding, 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

6 SHARED VOTING POWER  
BENEFICIALLY 10,756,171 (representing 10,756,171 shares of  
OWNED Class B Common Stock, par value \$.01 per share,  
immediately convertible into an equal number of  
BY EACH shares of Class A Common Stock)

7 SOLE DISPOSITIVE POWER  
REPORTING 0

8 SHARED DISPOSITIVE POWER  
WITH 10,756,171 (representing 10,756,171 shares of  
Class B Common Stock, par value \$.01 per share,  
immediately convertible into an equal number of  
shares of Class A Common Stock)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
10,756,171 (representing 10,756,171 shares of Class B Common Stock,  
par value \$.01 per share, immediately convertible into an equal  
number of shares of Class A Common Stock)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
10.6%

12 TYPE OF REPORTING PERSON  
PN

CUSIP NO. 731572 10 3 SC 13G PAGE 4 OF 8 PAGES

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

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RL Holding Group, Inc.

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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/>
		(b) <input type="checkbox"/>

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3	SEC USE ONLY	
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4	CITIZENSHIP OR PLACE OF ORGANIZATION	
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Delaware

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5	SOLE VOTING POWER	
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0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY EACH  
REPORTING  
PERSON  
WITH

6	SHARED VOTING POWER	
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10,782,443 (representing 10,782,443 shares of Class B Common Stock, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock, including 10,756,171 shares of Class B Common Stock, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock, owned by RL Holding, L.P.)

7	SOLE DISPOSITIVE POWER	
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0

8	SHARED DISPOSITIVE POWER	
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10,782,443 (representing 10,782,443 shares of Class B Common Stock, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock, including 10,756,171 shares of Class B Common Stock, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock, owned by RL Holding, L.P.)

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9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
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10,782,443 (representing 10,782,443 shares of Class B Common Stock, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock, including 10,756,171 shares of Class B Common Stock, par value \$.01 per share, immediately convertible into an equal number of shares of Class A Common Stock, owned by RL Holding, L.P.)

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10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
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10.6%

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12	TYPE OF REPORTING PERSON	
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CO

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
  
RL Family, 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

6 SHARED VOTING POWER  
SHARES 1,557,503 (representing 1,557,503 shares of  
BENEFICIALLY Class B Common Stock, par value \$.01 per share,  
OWNED immediately convertible into an equal number of  
BY EACH shares of Class A Common Stock)

7 SOLE DISPOSITIVE POWER  
REPORTING 0

8 SHARED DISPOSITIVE POWER  
PERSON 1,557,503 (representing 1,557,503 shares of  
WITH Class B Common Stock, par value \$.01 per share,  
immediately convertible into an equal number of  
shares of Class A Common Stock)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,557,503 (representing 1,557,503 shares of Class B Common Stock,  
par value \$.01 per share, immediately convertible into an equal  
number of shares of Class A Common Stock)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
1.5%

12 TYPE OF REPORTING PERSON  
PN

CUSIP NO. 731572 10 3

SC 13G

PAGE 6 OF 8 PAGES

ITEM 1

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- (A) NAME OF ISSUER  
Polo Ralph Lauren Corporation
- (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
650 Madison Avenue, New York, New York 10022

ITEM 2

- (A) NAME OF PERSON FILING
- (i) Ralph Lauren
  - (ii) RL Holding, L.P.
  - (iii) RL Holding Group, Inc.
  - (iv) RL Family, L.P.
- (B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
c/o Polo Ralph Lauren Corporation, 650 Madison Avenue,  
New York, New York 10022
- (C) CITIZENSHIP
- (i) Ralph Lauren -- United States of America
  - (ii) RL Holding, L.P. -- Delaware
  - (iii) RL Holding Group, Inc. -- Delaware
  - (iv) RL Family, L.P. -- Delaware
- (D) TITLE OF CLASS OF SECURITIES  
Class A Common Stock, par value \$.01 per share
- (E) CUSIP NUMBER  
731572 10 3

ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TOSS.SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o)
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c)

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CUSIP NO. 731572 10 3

SC 13G

PAGE 7 OF 8 PAGES  
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- (c)  Insurance Company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c)
- (d)  Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e)  Investment adviser in accordance with ss. 240.13d-1(b)(1)(ii)(E)

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- (f)  An employee benefit plan or endowment fund in accordance with ss. 240.13d-1(b)(1)(ii)(F)
- (g)  A parent holding company or control person in accordance with ss. 240.13d-1(b)(ii)(G)
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j)  Group, in accordance with ss. 240.13d-1(b)(1)(ii)(H)

ITEM 4 OWNERSHIP

See responses to Items 5, 6, 7, 8, 9, and 11 of 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 CERTIFICATIONS

Not applicable

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CUSIP NO. 731572 10 3

SC 13G

PAGE 8 OF 8 PAGES

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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, 2008

/s/ Ralph Lauren

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RALPH LAUREN

RL HOLDING, L.P.

By: RL Holding Group, Inc.,  
its General Partner

By: /s/ Ralph Lauren

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Name: Ralph Lauren  
Title: Chairman

RL HOLDING GROUP, INC.

By: /s/ Ralph Lauren

-----  
Name: Ralph Lauren  
Title: Chairman

RL FAMILY, L.P.

By: /s/ Ralph Lauren

-----  
Name: Ralph Lauren  
Title: General Partner