

TIFFANY & CO
Form SC 13G/A
December 26, 2012

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED**

PURSUANT TO 13d-2

(Amendment No. 1)*

TIFFANY & CO.

(Name of Issuer)

Common Stock, \$.01 par value per share
(Title of Class of Securities)

886547108
(CUSIP Number)

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December 17, 2012
(Date of Event Which Requires Filing 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).

CUSIP No. 886547108

(1) Names of reporting persons

Qatar Investment Authority

(2) Check the appropriate box if a member of a group (see instructions)

(a) ☐

(b) ☐

(3) SEC use only

(4) Citizenship or place of organization

Qatar

(5) ☐ Sole voting power

Number of

shares 9,927,684
(6) ☐ Shared voting power

beneficially

owned by 0
each (7) ☐ Sole dispositive power

reporting

person 9,927,684
(8) ☐ Shared dispositive power

with:

0

(9) Aggregate amount beneficially owned by each reporting person

9,927,684 (See Item 4 below)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

7.83%

(12) Type of reporting person (see instructions)

oo

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Explanatory Note: This report constitutes Amendment No. 1 to the Schedule 13G previously filed by Qatar Holding LLC on January 10, 2012 and is being filed by the Qatar Investment Authority to reflect the transfer of 9,927,684 shares of the issuer's common stock held by Qatar Holding LLC to Qatar Holding USA LLC, each of which is a wholly-owned subsidiary of the Qatar Investment Authority.

Item 1(a). Name of Issuer:

Tiffany & Co.

Item 1(b). Address of Issuer's Principal Executive Offices:

727 Fifth Avenue

New York, NY 10022

Item 2(a). Name of Person Filing:

Qatar Investment Authority

Item 2(b). Address of Principal Business Office or, if none, Residence:

Q-Tel Tower, 8th Floor, Diplomatic Area Street, West Bay, P.O. Box 23224, Doha, State of Qatar

Item 2(c). Citizenship:

Qatar

Item 2(d). Title of Class of Securities:

Common Stock, \$.01 par value per share

Item 2(e). CUSIP Number:

886547108

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable. This Schedule 13G is filed pursuant to Rule 13d-1(c) under the Securities Exchange Act of 1934 (the "Exchange Act").

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

9,927,684

(b) Percent of class: 7.83%

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(c) Number of shares as to which the person has:

9,927,684 (i) Sole power to vote or to direct the vote

0 (ii) Shared power to vote or to direct the vote

9,927,684 (iii) Sole power to dispose or to direct the disposition of

0 (iv) Shared power to dispose or to direct the disposition of

On December 17, 2012, Qatar Holding LLC, a wholly owned subsidiary of the Qatar Investment Authority, transferred 9,927,684 shares of the issuer's common stock to Qatar Holding USA LLC, another wholly owned subsidiary of the Qatar Investment Authority. As of the date hereof, Qatar Holding LLC has ceased to be the beneficial owner of more than 5% of the issuer's common stock.

Item 5. Ownership of Five Percent or Less of a Class.
Not Applicable.

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.
See Exhibit A.

Item 8. Identification and Classification of Members of the Group.
Not Applicable.

Item 9. Notice of Dissolution of Group.
Not Applicable.

Item 10. Certifications.

By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the 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.

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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: December 23, 2012

QATAR INVESTMENT AUTHORITY

By: /s/ Hassan Al Thawadi

Name: Hassan Al Thawadi

Title: General Counsel, Qatar Investment Authority

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EXHIBIT A

The Schedule 13G to which this attachment is appended is filed by Qatar Investment Authority on behalf of itself and the following subsidiaries:

Qatar Holding USA LLC