

Edgar Filing: ARMOR HOLDINGS INC - Form SC 13G/A

ARMOR HOLDINGS INC  
Form SC 13G/A  
January 09, 2002

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

SCHEDULE 13G/A

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULES 13d-1 (b) (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2 (b)

ARMOR HOLDINGS, INC.

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

-----  
(Title of Class of Securities)

042260109

-----  
(CUSIP Number)

December 31, 2001

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(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 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).

SCHEDULE 13G

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CUSIP NO. 042260109  
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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Thomas F. Frist III

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [X]

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3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United States

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 1,000,000
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 1,000,000
	8	SHARED DISPOSITIVE POWER 0

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,000,000

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\* [ ]

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
3.3%

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12 TYPE OF REPORTING PERSON\*  
IN

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This Schedule 13G replaces the Schedule 13D filed on December 16, 1997, as amended by Amendment No. 1 on Schedule 13D/A filed on March 2, 1998, and the Schedule 13G filed on February 12, 2001.

- ITEM 1(a). NAME OF ISSUER:  
  
Armor Holdings, Inc., a Delaware corporation (the "Company").
- ITEM 1(b). ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
  
The principal executive office of the Company is located at 1400 Marsh Landing Parkway, Suite 112, Jacksonville, Florida 32250.
- ITEM 2(a-b) NAMES AND PRINCIPAL BUSINESS OFFICES OR, IF NONE, RESIDENCE:  
  
Thomas F. Frist III (the "Reporting Person")  
c/o FS Partners, LLC  
767 Fifth Avenue, 50th Floor  
New York, NY 10153

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- ITEM 2(c). CITIZENSHIP:  
United States of America.
- ITEM 2(d). TITLE OF CLASS OF SECURITIES:  
Common Stock, \$0.01 par value per share (the "Common Stock")
- ITEM 2(e). CUSIP NUMBER:  
042260109
- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(b), OR 13D-2(b), CHECK WHETHER THE PERSON IS A:  
  
Not applicable.
- ITEM 4. OWNERSHIP:
- (a) Amount beneficially owned: 1,000,000 shares
  - (b) Percent of class: 3.3
  - (c) Number of shares as to which such person has:
    - (i) Sole power to vote or to direct the vote: 1,000,000 shares
    - (ii) Shared power to vote or to direct the vote: 0
    - (iii) Sole power to dispose or to direct the disposition of: 1,000,000 shares
  
    - (iv) Shared power to dispose or to direct the disposition of: 0

The percentage of shares of Common Stock reported beneficially owned by the Reporting Person is based upon 30,655,321 shares outstanding as of December 10, 2001.

- 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. [X]
- 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:  
  
Not applicable.
- ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:  
  
Not applicable.
- ITEM 9. NOTICE OF DISSOLUTION OF GROUP:  
  
Not applicable.

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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 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 purposes or effect.

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: January 3, 2002

/s/ Thomas Frist III

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Thomas F. Frist III