

Edgar Filing: PRIME GROUP REALTY TRUST - Form SC 13D/A

PRIME GROUP REALTY TRUST  
Form SC 13D/A  
December 19, 2001

S&C Draft of December 18, 2001

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

SCHEDULE 13D  
(Rule 13d-101)

(Amendment No. 2)

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

Prime Group Realty Trust

-----  
(Name of Issuer)

Common Shares of Beneficial Interest,  
par value \$0.01 per share

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

74158J103

-----  
(CUSIP Number)

Joseph Macnow  
Vornado Realty Trust

888 Seventh Avenue  
New York, New York 10019  
(212) 894-7000

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

With a copy to:  
William G. Farrar  
Alan Sinsheimer  
Sullivan & Cromwell

125 Broad Street  
New York, New York 10004  
(212) 558-4000

December 18, 2001

-----  
(Date of Event Which Requires Filing of This Statement)

If a 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 [ ].

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

(Continued on following pages)  
(Page 1 of 6 Pages)

-----  
CUSIP NO. 74158J103  
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PAGE 2 OF 6 PAGES  
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- 
1. NAME OF REPORTING PERSON: Vornado Realty Trust  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):  
22-1657560
- 
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- (a)  [X]  
(b)  [ ]
- 

3. SEC USE ONLY

-----

4. SOURCE OF FUNDS:  
AF

-----

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  [ ]

-----

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Maryland

-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0
	8.	SHARED VOTING POWER 7,944,893
	9.	SOLE DISPOSITIVE POWER 0
	10.	SHARED DISPOSITIVE POWER 7,944,893

-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
7,944,893

-----

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES  [ ]

-----

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
33.6% as calculated in accordance with Rule 13d-3(d)(1)

-----

14. TYPE OF REPORTING PERSON  
OO (real estate investment trust)

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-----  
CUSIP NO. 74158J103  
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PAGE 3 OF 6 PAGES  
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-----  
1. NAME OF REPORTING PERSON: Vornado Realty L.P.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):  
13-3925979  
-----

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY  
-----

4. SOURCE OF FUNDS  
WC  
-----

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----

7. SOLE VOTING POWER  
0  
-----

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8. SHARED VOTING POWER  
7,944,893  
-----

9. SOLE DISPOSITIVE POWER  
0  
-----

10. SHARED DISPOSITIVE POWER  
7,944,893  
-----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,944,893  
-----

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
33.6% as calculated in accordance with Rule 13d-3(d)(1)  
-----

14. TYPE OF REPORTING PERSON  
PN  
-----

-3-

-----  
CUSIP NO. 74158J103  
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PAGE 4 OF 6 PAGES  
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-----  
1. NAME OF REPORTING PERSON: Vornado PS, L.L.C.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):  
-----

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(a) [X]  
(b) [ ]

- 
3. SEC USE ONLY
- 
4. SOURCE OF FUNDS:  
AF
- 
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]
- 
6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- 
- |  |   |
|--|---|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7. SOLE VOTING POWER<br>0                 |
|  | -----                                     |
|  | 8. SHARED VOTING POWER<br>7,944,893       |
|  | -----                                     |
|  | 9. SOLE DISPOSITIVE POWER<br>0            |
|  | -----                                     |
|  | 10. SHARED DISPOSITIVE POWER<br>7,944,893 |
- 
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,944,893
- 
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]
- 
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
33.6% as calculated in accordance with Rule 13d-3(d) (1)
- 
14. TYPE OF REPORTING PERSON  
OO (limited liability company)

-4-

AMENDMENT NO. 2 TO SCHEDULE 13D  
RELATING TO THE COMMON SHARES OF BENEFICIAL INTEREST OF  
PRIME GROUP REALTY TRUST

Vornado Realty Trust ("Vornado"), Vornado Realty L.P. (the "Operating Partnership") and Vornado PS, L.L.C. ("Vornado PS" and, collectively with Vornado and the Operating Partnership, the "Reporting Persons") hereby amend their Statement on Schedule 13D filed with respect to the Common Shares of Beneficial Interest, par value \$0.01 per share ("Common Shares"), of Prime Group Realty Trust, a Maryland real estate investment trust (the "Issuer"). This Amendment No. 2 to Schedule 13D ("Amendment No. 2") should be read in conjunction with the Statement on Schedule 13D of the Reporting Persons filed on November 2, 2001 (the "Initial Schedule 13D"), as amended by Amendment No. 1 to Schedule 13D of the Reporting Persons filed on November 20, 2001 (as so amended, the "Schedule 13D"). This Amendment No. 2 amends the Schedule 13D only with respect to the items listed below. Unless otherwise indicated, all capitalized terms used but not defined herein shall have the meaning ascribed to them in the Initial Schedule 13D.

Pursuant to Rule 13d-4 under the Exchange Act, each of the Reporting

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Persons declares that the filing of this statement shall not be construed as an admission that such Reporting Person is, for the purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of any Common Shares.

Any disclosures made herein with respect to persons other than the Reporting Persons are made on information and belief after making appropriate inquiry.

Item 4. Purpose of the Transaction.

Item 4 is hereby amended by replacing the fourth paragraph thereof with the following:

On November 19, 2001, the Borrower commenced a bankruptcy proceeding in the United States Bankruptcy Court for the District of Delaware. On December 18, 2001, the United States Bankruptcy Court for the District of Delaware granted a motion by Vornado PS to dismiss the Borrower's bankruptcy proceeding, ruling that the proceeding had been filed in bad faith. As a result, the Foreclosure Auction is no longer subject to the automatic stay in bankruptcy. Vornado PS expects to conduct the Foreclosure Auction on or about January 9, 2002.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended by amended by adding the following sentence at the end of paragraph (c) thereof:

No transactions in the Common Shares were effected by Reporting Persons since November 20, 2001, except to the extent that such transactions may be deemed to have occurred as described in Item 4.

-5-

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this amendment to Schedule 13D is true, complete and correct.

Dated: December 19, 2001

VORNADO REALTY TRUST

By: /s/ Joseph Macnow

-----  
Name: Joseph Macnow  
Title: Executive Vice President-Finance  
and Administration, Chief  
Financial Officer

VORNADO REALTY L.P.

By: VORNADO REALTY TRUST,  
its general partner

By: /s/ Joseph Macnow

-----  
Name: Joseph Macnow  
Title: Executive Vice  
President-Finance and  
Administration, Chief

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Financial Officer

VORNADO PS, L.L.C.

By: VORNADO REALTY L.P.,  
its sole member

By: VORNADO REALTY TRUST,  
its general partner

By:/s/ Joseph Macnow

-----  
Name: Joseph Macnow  
Title: Executive Vice  
President-Finance and  
Administration, Chief  
Financial Officer

-6-