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LOEB PARTNERS CORP  
Form SC 13D/A  
March 08, 2004

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 1 )\*

Correction Corp. of America  
(Name of Issuer)

Ser. A. Pfd.  
(Title of Class of Securities)

22025Y409  
(CUSIP Number)

Michael Emanuel, Esq.  
c/o Loeb Partners Corporation  
61 Broadway, N.Y., N.Y., 10006 (212) 483-7047  
(Name, address and Telephone Number of Person Authorized to Receive Notices  
and Communications)

February 26, 2004  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [ ]. Check the following box if a fee is being paid with statement [ ]. (A fee is not required only if the following reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.) Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent. \*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 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 ("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 13D

CUSIP NO. 22025Y409

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Loeb Partners Corporation

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

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(b) [ ]

3 SEC USE ONLY  
4 SOURCE OF FUNDS\*

WC, O

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    | 7  | SOLE VOTING POWER                 |
| SHARES       |    | 1,183 Shares of Ser. A Pfd. stock |
| BENEFICIALLY | 8  | SHARED VOTING POWER               |
| OWNED BY     |    | 727 Shares of Ser. A Pfd. stock   |
| EACH         | 9  | SOLE DISPOSITIVE POWER            |
| REPORTING    |    | 1,183 Shares of Ser. A Pfd. stock |
| PERSON WITH  | 10 | SHARED DISPOSITIVE POWER          |
|              |    | 727 Shares of Ser. A Pfd. stock   |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,910 Shares of Ser. A Pfd. stock

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.63%

14 TYPE OF REPORTING PERSON\*  
PN, BD, IA

SCHEDULE 13D

CUSIP NO. 22025Y409

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Loeb Arbitrage Fund

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

(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC, O

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED [ ]  
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

|              |   |                                    |
|--------------|---|------------------------------------|
| NUMBER OF    | 7 | SOLE VOTING POWER                  |
| SHARES       |   | 19,983 Shares of Ser. A Pfd. stock |
| BENEFICIALLY | 8 | SHARED VOTING POWER                |

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OWNED BY -----  
EACH 9 SOLE DISPOSITIVE POWER  
REPORTING 19,983 Shares of Ser. A Pfd. stock  
PERSON WITH 10 SHARED DISPOSITIVE POWER  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
19,983 Shares of Ser. A Pfd. stock

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.66%

14 TYPE OF REPORTING PERSON\*  
PN, BD

SCHEDULE 13D

CUSIP NO. 22025Y409

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Loeb Offshore Fund, Ltd.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
  
WC, O

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF 7 SOLE VOTING POWER  
SHARES 1,775 Shares of Ser. A Pfd. stock  
BENEFICIALLY 8 SHARED VOTING POWER  
OWNED BY -----  
EACH 9 SOLE DISPOSITIVE POWER  
REPORTING 1,775 Shares of Ser. A Pfd. stock  
PERSON WITH 10 SHARED DISPOSITIVE POWER  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
1,775 Shares of Ser. A Pfd. stock

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.59%

14 TYPE OF REPORTING PERSON\*  
CO

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Item 1. Security and Issuer.  
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This statement refers to the Series A Preferred Stock of Corrections Corp. of America, 10 Burton Hills Boulevard, Nashville, TN., 37215.

Item 2. Identity and Background.  
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No change.

Item 3. Source and Amount of Funds or Other Compensation.  
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No. change.

Item 4. Purpose of Transaction.  
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No change.

Item 5. Interest in Securities of the Issuer.  
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(a) The persons reporting hereby owned the following shares of Series A Preferred Stock as of March 3, 2004.

Shares of Series A Preferred Stock

|                            |        |
|----------------------------|--------|
| Loeb Arbitrage Fund        | 19,983 |
| Loeb Partners Corporation* | 1,910  |
| Loeb Offshore Fund         | 1,775  |
|                            | -----  |
|                            | 23,668 |

The total shares of Series A Pfd. Stock constitute 7.89% the 300,000 outstanding shares of Series A Preferred Stock as reported by the issuer.

\*Including 727 shares of Series A Preferred Stock purchased for the account of one customer of Loeb Partners Corporation as to which it has investment discretion.

(b) See paragraph (a) above.

(c) The following purchases of Series A Preferred Stock have been made in the last sixty (60) days by the following:

Purchases of Ser. A Preferred Stock

| Holder               | Date     | Shares | Average Price |
|----------------------|----------|--------|---------------|
| Loeb Partners Corp.* | 02-23-04 | 68     | \$25.22       |
|                      | 02-23-04 | 50     | 25.22         |
|                      | 02-26-04 | 85     | 25.21         |
|                      | 03-03-04 | 20     | 25.21         |

| Holder              | Date     | Shares | Average Price |
|---------------------|----------|--------|---------------|
| Loeb Arbitrage Fund | 02-23-04 | 839    | \$25.22       |
|                     | 02-23-04 | 563    | 25.22         |
|                     | 02-24-04 | 200    | 25.22         |

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|          |      |       |
|----------|------|-------|
| 02-26-04 | 1342 | 25.21 |
| 03-03-04 | 350  | 25.21 |

| Holder             |          | Shares | Average Price |
|--------------------|----------|--------|---------------|
| Loeb Offshore Fund | 02-23-04 | 302    | \$25.22       |
|                    | 02-23-04 | 78     | 25.22         |
|                    | 02-26-04 | 73     | 25.21         |
|                    | 03-03-04 | 30     | 25.21         |

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\*Including 727 shares of Series A Preferred Stock purchased for the account of one customers of Loeb Partners Corporation as to which it has investment discretion.

All reported transactions were effected on the NYSE.

(d) Not applicable.

(e). Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to the Issuer.

None.

Item 7. Materials to be Filed as Exhibits.

None.

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.

March 5, 2004

Loeb Partners Corporation

By: /s/ Gideon J. King  
Executive Vice President

March 5, 2004

Loeb Arbitrage Fund  
By: Loeb Arbitrage Management, Inc.

By: /s/ Gideon J. King  
President

March 5, 2004

Loeb Offshore Fund

By: /s/ Gideon J. King

Director