

BLAIR CORP
Form SC 13D/A
January 18, 2007

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

13d-2(a)

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

Blair Corporation

(Name of Issuer)

Common Stock, Without Nominal or Par Value

(Title of Class of Securities)

092828102

(CUSIP Number)

Dennis M. Myers, P.C.

Kirkland & Ellis LLP

200 East Randolph Drive

Chicago, Illinois 60601

Telephone: (312) 861-2000

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

January 8, 2007

(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

(1) 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).

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CUSIP No. 092828102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
GOLDEN GATE CAPITAL MANAGEMENT II, L.L.C.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
NA
5. Check 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
312,521
8. Shared Voting Power
-0-
9. Sole Dispositive Power
312,521
10. Shared Dispositive Power
-0-
11. Aggregate Amount Beneficially Owned by Each Reporting Person
312,521
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
8.1%
14. Type of Reporting Person (See Instructions)
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

2

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CUSIP No. 092828102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
GOLDEN GATE CAPITAL INVESTMENT FUND II, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
NA
5. Check 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
312,521
8. Shared Voting Power
-0-
9. Sole Dispositive Power
312,521
10. Shared Dispositive Power
-0-
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312,521
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
8.1%
14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

3

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CUSIP No. 092828102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
ZZZ HOLDINGS LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
AF
5. Check 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
312,521
8. Shared Voting Power
-0-
9. Sole Dispositive Power
312,521
10. Shared Dispositive Power
-0-
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312,521
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13. Percent of Class Represented by Amount in Row (11)
8.1%
14. Type of Reporting Person (See Instructions)
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

4

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CUSIP No. 092828102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
CATALOG HOLDINGS LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
AF
5. Check 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
312,521
8. Shared Voting Power
-0-
9. Sole Dispositive Power
312,521
10. Shared Dispositive Power
-0-
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312,521
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13. Percent of Class Represented by Amount in Row (11)
8.1%
14. Type of Reporting Person (See Instructions)
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
DAVID C. DOMINIK
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
NA
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
USA
7. Sole Voting Power
-0-
8. Shared Voting Power
312,521
9. Sole Dispositive Power
-0-
10. Shared Dispositive Power
312,521
11. Aggregate Amount Beneficially Owned by Each Reporting Person
312,521
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
8.1%
14. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
JESSE T. ROGERS
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
NA
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
USA
7. Sole Voting Power
-0-
8. Shared Voting Power
312,521
9. Sole Dispositive Power
-0-
10. Shared Dispositive Power
312,521
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13. Percent of Class Represented by Amount in Row (11)
8.1%
14. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7

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CUSIP No. 092828102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
APPLESEED S TOPCO, INC.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
WC
5. Check 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-
8. Shared Voting Power
-0-
9. Sole Dispositive Power
-0-
10. Shared Dispositive Power
-0-
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13. Percent of Class Represented by Amount in Row (11)
8.1%
14. Type of Reporting Person (See Instructions)
CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8

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CUSIP No. 092828102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
BLR ACQUISITION CORP.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)