

CERTEGY INC
Form SC 13G/A
February 12, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)

Certegy Inc.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

Edgar Filing: CERTEGY INC - Form SC 13G/A

156880106

(CUSIP Number)

December 31, 2003

(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 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. 156880106

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

General Electric Pension Trust

I.R.S. # 14-6015763

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒ x

3. SEC Use Only

4. Citizenship or Place of Organization

State of New York

NUMBER OF 5. Sole Voting Power

SHARES

BENEFICIALLY None

OWNED BY 6. Shared Voting Power

EACH

REPORTING 1,331,414

PERSON 7. Sole Dispositive Power.

WITH:

None

8. Shared Dispositive Power.

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1,331,414

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,331,414

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

2.05% (9.18% if aggregated with the shares beneficially owned by other Reporting Persons (as defined in the Introductory Note))

12. Type of Reporting Person (See Instructions)

EP

CUSIP No. 156880106

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

GE Asset Management Incorporated, as Investment Manager of GEPT, GEFA & GEMI (each as defined below) and Investment Adviser to certain other entities and accounts

I.R.S. # 06-1238874

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒ x

3. SEC Use Only

4. Citizenship or Place of Organization

State of Delaware

NUMBER OF
SHARES

5. Sole Voting Power

BENEFICIALLY 4,575,363

OWNED BY
EACH

6. Shared Voting Power

REPORTING 1,374,814

PERSON 7. Sole Dispositive Power.

WITH:

4,575,363

8. Shared Dispositive Power.

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1,374,814

9. Aggregate Amount Beneficially Owned by Each Reporting Person

5,950,177

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

9.18%

12. Type of Reporting Person (See Instructions)

IA, CO

CUSIP No. 156880106

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

General Electric Company

I.R.S. # 14-0689340

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

State of New York

NUMBER OF	5. Sole Voting Power
SHARES	

BENEFICIALLY	None
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OWNED BY	6. Shared Voting Power
EACH	

REPORTING	Disclaimed (see 9 below)
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PERSON	7. Sole Dispositive Power.
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WITH:

None

8. Shared Dispositive Power.

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Disclaimed (see 9 below)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

Beneficial ownership of all shares disclaimed by General Electric Company

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

☒ Disclaimed (see 9 above)

11. Percent of Class Represented by Amount in Row (9)

Not Applicable (see 9 above)

12. Type of Reporting Person (See Instructions)

CO

CUSIP No. 156880106

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

GE Frankona Rückversicherungs AG

I.R.S. #

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

Federal Republic of Germany

NUMBER OF
SHARES

5. Sole Voting Power

BENEFICIALLY

None

OWNED BY

6. Shared Voting Power

EACH

REPORTING

43,400

PERSON

7. Sole Dispositive Power.

WITH:

None

8. Shared Dispositive Power.

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43,400

9. Aggregate Amount Beneficially Owned by Each Reporting Person

43,400

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

0.07% (9.18% if aggregated with the shares beneficially owned by the other Reporting Persons)

12. Type of Reporting Person (See Instructions)

OO

CUSIP No. 156880106

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

General Electric Mortgage Insurance Corporation

I.R.S. #

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

State of North Carolina

NUMBER OF
SHARES

5. Sole Voting Power

BENEFICIALLY

None

OWNED BY

6. Shared Voting Power

EACH

REPORTING

None

PERSON

7. Sole Dispositive Power.

WITH:

None

8. Shared Dispositive Power.

None

9. Aggregate Amount Beneficially Owned by Each Reporting Person

None

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

0.0% (9.18% if aggregated with the shares beneficially owned by the other Reporting Persons)

12. Type of Reporting Person (See Instructions)

CO, IC

CUSIP No. 156880106

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

GE Financial Assurance Holdings, Inc.

I.R.S. # 54-1829180

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

State of Delaware

NUMBER OF	5. Sole Voting Power
SHARES	

BENEFICIALLY	None
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OWNED BY	6. Shared Voting Power
EACH	

REPORTING	None
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PERSON	7. Sole Dispositive Power.
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WITH:	
	None

	8. Shared Dispositive Power.
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None

9. Aggregate Amount Beneficially Owned by Each Reporting Person

None

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

0.0% (9.18% if aggregated with the shares beneficially owned by the other Reporting Persons)

12. Type of Reporting Person (See Instructions)

CO, IC

INTRODUCTORY NOTE: This Amendment No. 2 amends the Statement on Schedule 13G filed on behalf of General Electric Company, a New York corporation (GE), GE Asset Management Incorporated, a Delaware corporation and a wholly owned subsidiary of GE (GEAM), General Electric Pension Trust, a New York common law trust (GEPT), General Electric Mortgage Insurance Corporation, a North Carolina corporation and an indirect wholly owned subsidiary of GE (GEMI), GE Frankona Rückversicherungs AG, a company organized under the laws of the Federal Republic of Germany and an indirect wholly owned subsidiary of GE (GEFR) and GE Financial Assurance, a Delaware corporation and an indirect wholly owned subsidiary of GE (GEFA), on February 14, 2002 and as amended on February 14, 2003 (as amended, the Schedule 13G). This Amendment No. 2 is filed on behalf of GE, GEAM, GEPT, GEMI, GEFR and GEFA (collectively, the Reporting Persons). GEAM is a registered investment adviser and acts as Investment Manager of GEPT, GEMI, GEFR and GEFA and as Investment Adviser to certain other entities and accounts. GEAM may be deemed to be the beneficial owner of 1,331,414 shares of Common Stock of Certegy Inc. (the Issuer) owned by GEPT, of 43,400 shares of Common Stock of the Issuer owned by GEFR and of 4,575,363 shares of Common Stock of the Issuer owned by such other entities and accounts. GEAM, GEPT, GEMI, GEFR and GEFA each expressly disclaim that they are members of a group. GE disclaims beneficial ownership of all shares and expressly disclaims that it is a member of a group.

The Items from the Schedule 13G are hereby amended to read as follows:

- Item 2** (a) Name of Person Filing
- General Electric Pension Trust
- GE Asset Management Incorporated as Investment Manager of GEPT, GEMI, GEFR and
- GEFA and as Investment Adviser to certain entities and accounts
- General Electric Company
- General Electric Mortgage Insurance Corporation
- GE Frankona Rückversicherungs AG
- GE Financial Assurance Holdings, Inc.
- Item 2** (b) Address of Principal Business Office or, if none, Residence
- The address of the principal offices of GEPT and GEAM is 3003 Summer Street, Stamford, Connecticut 06905. The address of the principal offices of General Electric Company is 3135 Easton Turnpike, Fairfield, Connecticut 06431. The address of the principal offices of GEMI is 6601 Six Forks Road, Raleigh, North Carolina 27615. The address of the principal offices of GEFR is Maria-Theresia-Strasse 35, D-81675 München, Germany. The address of the principal offices of GEFA is 6620 W. Broad Street, Richmond, VA 23230.
- Item 2** (c) Citizenship
- General Electric Pension Trust New York common law trust
- GE Asset Management Incorporated Delaware corporation
- General Electric Company New York corporation

General Electric Mortgage Insurance Corporation North Carolina corporation

GE Frankona Rückversicherungs AG Federal Republic of Germany company

GE Financial Assurance Holdings, Inc. Delaware corporation

Item 4 Ownership

		GEPT	GEAM	GEFA	GE
(a)	Amount beneficially owned	1,331,414	5,950,177	None	Disclaimed
(b)	Percent of class	2.05%	9.18%	0.00%	Disclaimed
(c)	No. of shares to which person has				
(i)	sole power to vote or direct the vote	None	4,575,363	None	None
(ii)	shared power to vote or direct the vote	1,331,414	1,374,814	None	Disclaimed
(iii)	sole power to dispose or to direct disposition	None	4,575,363	None	None
(iv)	share power to dispose or to direct disposition	1,331,414	1,374,814	None	Disclaimed

Item 4 Ownership

		GEFR	GEMI	GE
(a)	Amount beneficially owned	43,400	None	Disclaimed
(b)	Percent of class	0.07%	0.0%	Disclaimed
(c)	No. of shares to which person has			
(i)	sole power to vote or direct the vote	None	None	None
(ii)	shared power to vote or direct	43,400	None	Disclaimed
(iii)	sole power to dispose or to direct disposition	None	None	None

(iv) shared power to dispose or to direct disposition

43,400

None

Disclaimed

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

Dated: February 12, 2004

GENERAL ELECTRIC PENSION TRUST

By: GE Asset Management Incorporated,

its Investment Manager

By: /s/ Michael M. Pastore

Name: Michael M. Pastore

Title: Vice President

GE ASSET MANAGEMENT INCORPORATED

By: /s/ Michael M. Pastore

Name: Michael M. Pastore

Title: Vice President

GENERAL ELECTRIC COMPANY

By: /s/ John H. Myers

Name: John H. Myers

Title: Vice President

GE FRANKONA RÜCKVERSICHERUNGS AG

By: GE Asset Management Incorporated,

its Investment Manager

By: /s/ Michael M. Pastore

Name: Michael M. Pastore

Title: Vice President

GENERAL ELECTRIC MORTGAGE INSURANCE

CORPORATION

By: GE Asset Management Incorporated,

its Investment Manager

By: /s/ Michael M. Pastore

Name: Michael M. Pastore

Title: Vice President

GE FINANCIAL ASSURANCE HOLDINGS, INC.

By: GE Asset Management Incorporated,

its Investment Manager

By: /s/ Michael M. Pastore

Name: Michael M. Pastore

Title: Vice President

JOINT FILING AGREEMENT

This will confirm the agreement by and between all the undersigned that the Schedule 13G on or about this date and any amendments thereto with respect to the beneficial ownership by the undersigned of shares of the Common of Certegy Inc. is being filed on behalf of each of the undersigned.

Dated: February 12, 2004

GENERAL ELECTRIC PENSION TRUST

By: GE Asset Management Incorporated,

its Investment Manager

By: /s/ Michael M. Pastore

Name: Michael M. Pastore

Title: Vice President

GE ASSET MANAGEMENT INCORPORATED

By: /s/ Michael M. Pastore

Name: Michael M. Pastore

Title: Vice President

GENERAL ELECTRIC COMPANY

By: /s/ John H. Myers

Name: John H. Myers

Title: Vice President

GE FRANKONA RÜCKVERSICHERUNGS AG

By: GE Asset Management Incorporated,

its Investment Manager

By: /s/ Michael M. Pastore

Name: Michael M. Pastore

Title: Vice President

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GENERAL ELECTRIC MORTGAGE INSURANCE

CORPORATION

By: GE Asset Management Incorporated,

its Investment Manager

By: /s/ Michael M. Pastore

Name: Michael M. Pastore

Title: Vice President

GE FINANCIAL ASSURANCE HOLDINGS, INC.

By: GE Asset Management Incorporated,

its Investment Manager

By: /s/ Michael M. Pastore

Name: Michael M. Pastore

Title: Vice President

TRUSTEES OF GENERAL ELECTRIC PENSION TRUST

3003 Summer Street, P.O. Box 7900

Stamford, Connecticut 06904

The names of the Trustees of General Electric Pension Trust are as follows:

David B. Carlson

Michael J. Cosgrove

Ralph R. Layman

Alan M. Lewis

Robert A. MacDougall

John H. Myers

Donald W. Torey

John J. Walker