

Edgar Filing: WADDELL & REED FINANCIAL INC - Form SC 13D/A

WADDELL & REED FINANCIAL INC
Form SC 13D/A
March 05, 2001

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 13)*

WADDELL & REED FINANCIAL, INC.

(Name of Issuer)

Class B Common Stock, Par Value \$0.01

(Title of Class of Securities)

930059209

(CUSIP Number)

Murray A. Indick
BLUM Capital Partners, L.P.
909 Montgomery Street, Suite 400
San Francisco, CA 94133
(415) 434-1111

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

February 21, 2001

(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 [].

*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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1. NAME OF REPORTING PERSON RCBA STRATEGIC PARTNERS, L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

94-3303833

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

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
PERSON WITH

8. SHARED VOTING POWER
Class B Common Stock -0-

9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER
Class B Common Stock -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class B Common Stock -0-

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Class B Common Stock 0%

14. TYPE OF REPORTING PERSON PN

** See Item 5 below

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON BLUM CAPITAL PARTNERS, L.P.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 94-3205364

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

3. SEC USE ONLY

4. SOURCE OF FUNDS* See Item 3

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION California

7. SOLE VOTING POWER -0-

NUMBER OF
SHARES -----

8. SHARED VOTING POWER Class B Common Stock -0-

BENEFICIALLY OWNED BY EACH
PERSON WITH -----

9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER

Class B Common Stock -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Class B Common Stock -0-

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

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

Class B Common Stock 0%

14. TYPE OF REPORTING PERSON PN, IA

** See Item 5 below

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON RICHARD C. BLUM & ASSOCIATES, INC.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 94-2967812

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

3. SEC USE ONLY

4. SOURCE OF FUNDS* See Item 3

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION California

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	7. SOLE VOTING POWER	-0-
NUMBER OF SHARES	8. SHARED VOTING POWER	
BENEFICIALLY	Class B Common Stock	-0-
OWNED BY EACH PERSON WITH	9. SOLE DISPOSITIVE POWER	-0-
	10. SHARED DISPOSITIVE POWER	
	Class B Common Stock	-0-
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	Class B Common Stock	-0-
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		[]
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	Class B Common Stock	0%
14. TYPE OF REPORTING PERSON		CO

** See Item 5 below

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON	RCBA GP, L.L.C.	
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	94-3303831	
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [x] (b) [x]	
3. SEC USE ONLY		
4. SOURCE OF FUNDS*	See Item 3	
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	8. SHARED VOTING POWER	
BENEFICIALLY	Class B Common Stock	-0-
OWNED BY EACH PERSON WITH	9. SOLE DISPOSITIVE POWER	-0-

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10. SHARED DISPOSITIVE POWER

Class B Common Stock -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Class B Common Stock -0-

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

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

Class B Common Stock 0%

14. TYPE OF REPORTING PERSON OO (Limited Liability Company)

** See Item 5 below

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON RICHARD C. BLUM

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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

3. SEC USE ONLY

4. SOURCE OF FUNDS* See Item 3

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION U.S.A.

7. SOLE VOTING POWER -0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
PERSON WITH

8. SHARED VOTING POWER Class B Common Stock -0-

9. SOLE DISPOSITIVE POWER -0-

10. SHARED DISPOSITIVE POWER

Class B Common Stock -0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Class B Common Stock -0-

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 Class B Common Stock 0%

14. TYPE OF REPORTING PERSON IN

** See Item 5 below

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 13 amends the Statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission (the "Commission") on May 9, 2000 by BLUM Capital Partners, L.P., a California limited partnership ("BLUM LP"); Richard C. Blum & Associates, Inc., a California corporation ("RCBA Inc."); RCBA Strategic Partners, L.P., a Delaware limited partnership ("Strategic"); RCBA GP, L.L.C., a Delaware limited liability company ("RCBA GP"); and Richard C. Blum, the Chairman and a substantial shareholder of RCBA Inc. and a managing member of RCBA GP (collectively, the "Reporting Persons"). This Amendment No. 13 relates to the shares of Class B Common Stock, par value \$0.01, (the "Class B Common Stock") of Waddell & Reed Financial Services, Inc., a Delaware corporation (the "Issuer"). The principal executive office and mailing address of the Issuer is 6300 Lamar Avenue, Overland Park, Kansas 66202. Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Schedule 13D.

Item 2. Identity and Background

Item 2 of the Schedule 13D is hereby amended as follows:

The names of the executive officers and directors of RCBA Inc., their addresses, and citizenship and principal occupations are as follows:

Name and Office Held	Business Address	Citizen-ship	Principal Occupation or Employment
Richard C. Blum President & Chairman	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	President and Chairman BLUM LP
Nils Colin Lind Managing Partner	909 Montgomery St. Suite 400 San Francisco, CA 94133	Norway	Managing Partner, BLUM LP
Claus J. Moller Managing Partner	909 Montgomery St. Suite 400 San Francisco, CA 94133	Denmark	Managing Partner, BLUM LP
John C. Walker Partner	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, BLUM LP
Kevin A. Richardson Partner	909 Montgomery St. Suite 400	USA	Partner, BLUM LP

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San Francisco, CA 94133

Jose S. Medieros Partner	909 Montgomery St. Suite 400 San Francisco, CA 94133	Brazil	Partner, BLUM LP
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Name and Office Held	Business Address	Citizen- ship	Principal Occupation or Employment
-----	-----	-----	-----
Jeff A. Cozad Partner	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, BLUM LP
Marc T. Scholvinck Partner, Chief Financial Officer, Assistant Secretary & Director	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner & Chief Financial Officer, BLUM LP
Murray A. Indick Partner, General Counsel & Secretary	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner and General Counsel, BLUM LP

The principal business address of RCBA GP is 909 Montgomery Street, Suite 400, San Francisco, CA 94133. The names of the managing members and members of RCBA GP, their addresses, citizenship and principal occupations are as follows:

Name and Office Held	Business Address	Citizen- ship	Principal Occupation or Employment
-----	-----	-----	-----
Richard C. Blum Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	President and Chairman BLUM LP
Nils Colin Lind Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	Norway	Managing Partner, BLUM LP
Claus J. Moller Managing Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	Denmark	Managing Partner, BLUM LP
John C. Walker Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, BLUM LP
Kevin A. Richardson Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, BLUM LP
Jose S. Medieros Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	Brazil	Partner, BLUM LP

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Name and Office Held	Business Address	Citizen-ship	Principal Occupation or Employment
Jeff A. Cozad Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner, BLUM LP
Marc T. Scholvinck Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner & Chief Financial Officer, BLUM LP
Murray A. Indick Member	909 Montgomery St. Suite 400 San Francisco, CA 94133	USA	Partner and General Counsel, BLUM LP

To the best knowledge of the Reporting Persons, none of the entities or persons identified in this Item 2 has, during the past five years, been convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors), nor been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended as follows:

(a) As of March 2, 2001, Reporting Persons no longer had any direct holding in the Issuer's Class B Common Stock.

(c) During the last 60 days ended March 2, 2001, the Reporting Persons sold the following shares of Class B Common Stock in the open market:

Entity	Trade Date	Shares	Price/Share
BLUM LP's limited partnership and investment advisory client accounts (including The Common Fund)	02-13-2001	6,400	34.34470
	02-14-2001	19,800	33.70860
	02-15-2001	59,400	33.81770
	02-16-2001	33,700	33.70020
	02-21-2001	43,700	33.00000
	02-26-2001	82,100	33.00000
	02-27-2001	2,700	33.02000
	03-02-2001	2,212,450	30.50000

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The limited partnership for Which RCBA GP serves as the general partner	02-13-2001	5,300	34.34470
	02-14-2001	16,400	33.70860
	02-15-2001	49,200	33.81770
	02-16-2001	27,900	33.70020
	02-21-2001	36,100	33.00000
	02-26-2001	67,900	33.00000
	02-27-2001	2,300	33.02000

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03-02-2001 1,831,450 33.50000

(d) Not applicable.

(e) As of March 2, 2001, Reporting Persons ceased to be beneficial owners of more than five percent of the Common Stock.

Item 7. Material to be Filed as Exhibits

Exhibit A Joint Filing Undertaking.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: March 2, 2001

RICHARD C. BLUM & ASSOCIATES, INC.

BLUM CAPITAL PARTNERS, L.P.

By Richard C. Blum & Associates, Inc.
its general partner

By /s/ Murray A. Indick

Murray A. Indick
Partner, General Counsel

By /s/ Murray A. Indick

Murray A. Indick
Partner, General Counsel

RCBA GP, L.L.C.

By /s/ Murray A. Indick

Murray A. Indick, Member

RCBA STRATEGIC PARTNERS, L.P.

By RCBA GP, L.L.C., its general partner

By /s/ Murray A. Indick

Murray A. Indick, Member

/s/ Murray A. Indick

RICHARD C. BLUM

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By Murray A. Indick, Attorney-in-Fact

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Exhibit A
JOINT FILING UNDERTAKING

The undersigned, being duly authorized thereunto, hereby execute this agreement as an exhibit to this Schedule 13D to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule jointly on behalf of each such party.

Dated: March 2, 2001

RICHARD C. BLUM & ASSOCIATES, INC.

BLUM CAPITAL PARTNERS, L.P.

By Richard C. Blum & Associates, Inc.
its general partner

By /s/ Murray A. Indick

By /s/ Murray A. Indick

Murray A. Indick
Partner, General Counsel

Murray A. Indick
Partner, General Counsel

RCBA GP, L.L.C.

By /s/ Murray A. Indick

Murray A. Indick, Member

RCBA STRATEGIC PARTNERS, L.P.

By RCBA GP, L.L.C., its general partner

By /s/ Murray A. Indick

Murray A. Indick, Member

/s/ Murray A. Indick

RICHARD C. BLUM

By Murray A. Indick, Attorney-in-Fact