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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CUSIP NO. 930059209

SCHEDULE 13D

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1. NAME OF REPORTING PERSON

RCBA STRATEGIC PARTNERS, L.P.

2.		OPRIATE BOX IF A MEMBER OF A GROUP*	(a) [(b) [
3.	SEC USE ONLY			
4.	SOURCE OF FUN	 DS*		W
 5.		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TEMS 2(d) or 2(e)		
6.	CITIZENSHIP O	R PLACE OF ORGANIZATION	Delawa	ıre
		7. SOLE VOTING POWER		-0-
S B	UMBER OF HARES ENEFICIALLY WNED BY EACH	8. SHARED VOTING POWER Class B Common Stock		-
		9. SOLE DISPOSITIVE POWER		-0-
		10. SHARED DISPOSITIVE POWER Class B Common Stock		
 11.		UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Class B Common Stock		-0-
12.		THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES S	=	[]
13.	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11) Class B Common Stock		
14.	TYPE OF REPOR	TING PERSON		PN
	ee Item 5 belo	—————————————————————————————————————		
		*SEE INSTRUCTIONS BEFORE FILLING OUT!		
CUSI	P NO. 93005920	9 SCHEDULE 13D Pag	ge 3 of	12
1.	NAME OF REPOR	TING PERSON BLUM CAPITAL PARTI		
	S.S. OR I.R.S	. IDENTIFICATION NO. OF ABOVE PERSON	94-32053	364
2.		ROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [(b) [
3.	SEC USE ONLY			
4.	SOURCE OF FUN	DS*	 See Item	

	PURSUANT TO I	TEMS 2(d) or 2([]
6.	CITIZENSHIP O	R PLACE OF ORGA	NIZATION	California
		7. SOLE VOTI	NG POWER	-0-
5	NUMBER OF SHARES SENEFICIALLY	8. SHARED VO	Class B Common S	Stock -0-
	OWNED BY EACH PERSON WITH	9. SOLE DISP		-0-
		10. SHARED DI	SPOSITIVE POWER	
			Class B Common S	Stock -0-
1.	AGGREGATE AMOU	UNT BENEFICIALL	LY OWNED BY EACH REPORTING I	PERSON
			Class B Common S	Stock -0-
	CERTAIN SHARE:	S	MOUNT IN ROW (11) EXCLUDES	[]
	PERCENT OF CLA		BY AMOUNT IN ROW (11)	
			Class B Comr	non Stock 0%
 L4.	TYPE OF REPOR	TING PERSON	Class B Comr	
	TYPE OF REPOR'		Class B Comr	PN, I <i>P</i>
				PN, IA
				PN, IA
** \$		w *SEE INSTRUC		PN, IA
CUS]	See Item 5 below	w *SEE INSTRUC	CTIONS BEFORE FILLING OUT! SCHEDULE 13D	PN, IA
cus:	See Item 5 below TP NO. 93005920	*SEE INSTRUC TING PERSON	CTIONS BEFORE FILLING OUT! SCHEDULE 13D	PAGE 4 of 12
ccusi	See Item 5 below TP NO. 930059209 NAME OF REPORT S.S. OR I.R.S CHECK THE APPI	*SEE INSTRUC *SEE INSTRUC 9 TING PERSON IDENTIFICATIO ROPRIATE BOX IF	SCHEDULE 13D RICHARD C. BLUM ON NO. OF ABOVE PERSON 'A MEMBER OF A GROUP*	PAGE 4 of 12 & ASSOCIATES, INC. 94-2967812 (a) [x] (b) [x]
1.	See Item 5 below TP NO. 930059209 NAME OF REPORT S.S. OR I.R.S CHECK THE APPI	*SEE INSTRUC *SEE INSTRUC 9 TING PERSON IDENTIFICATIO ROPRIATE BOX IF	STIONS BEFORE FILLING OUT! SCHEDULE 13D RICHARD C. BLUM ON NO. OF ABOVE PERSON	Page 4 of 12 & ASSOCIATES, INC. 94-2967812 (a) [x] (b) [x]
1. 2.	See Item 5 below TP NO. 930059209 NAME OF REPORT S.S. OR I.R.S CHECK THE APPR SEC USE ONLY	*SEE INSTRUC *SEE INSTRUC TING PERSON IDENTIFICATIO ROPRIATE BOX IF	SCHEDULE 13D RICHARD C. BLUM ON NO. OF ABOVE PERSON 'A MEMBER OF A GROUP*	PAGE 4 of 12 & ASSOCIATES, INC. 94-2967812 (a) [x] (b) [x]
1. 2. 3. 4.	NAME OF REPORT SEC USE ONLY SOURCE OF FUNI	*SEE INSTRUC *SEE INSTRUC 9 TING PERSON . IDENTIFICATIO ROPRIATE BOX IF	CTIONS BEFORE FILLING OUT! SCHEDULE 13D RICHARD C. BLUM ON NO. OF ABOVE PERSON A MEMBER OF A GROUP* DEGAL PROCEEDINGS IS REQUIRE	Page 4 of 12 & ASSOCIATES, INC. 94-2967812 (a) [x] (b) [x] See Item 3

		7. SOL	E VOTING PO	DWER	-0-
	BENEFICIALLY		 RED VOTING	Class B Common	
	OWNED BY EACH PERSON WITH	9. SOL	E DISPOSITI	VE POWER	-0-
				TIVE POWER	
				Class B Common	Stock -0-
11.	. AGGREGATE AMC	UNT BENEF	ICIALLY OWN	NED BY EACH REPORTING	
				Class B Common	Stock -0-
12.	CERTAIN SHARE	THE AGGRE S	GATE AMOUNI	IN ROW (11) EXCLUDES	[]
				AMOUNT IN ROW (11)	
				Class B Cor	nmon Stock 0%
14	. TYPE OF REPOR	IING PERS			CO
^ ^	See Item 5 belo				
		*SEE I	NSTRUCTIONS	BEFORE FILLING OUT!	
CUS	SIP NO. 93005920	9	SCHE	EDULE 13D	Page 5 of 12
	SIP NO. 93005920			CDULE 13D	, and the second
	. NAME OF REPOR	TING PERS	ON		RCBA GP, L.L.C.
1.	. NAME OF REPOR	TING PERS . IDENTIF	ON ICATION NO. BOX IF A ME	OF ABOVE PERSON CMBER OF A GROUP*	RCBA GP, L.L.C. 94-3303831 (a) [x] (b) [x]
 1.	. NAME OF REPOR S.S. OR I.R.S CHECK THE APP . SEC USE ONLY	TING PERS . IDENTIF	ON ICATION NO. BOX IF A ME	OF ABOVE PERSON 	RCBA GP, L.L.C. 94-3303831 (a) [x] (b) [x]
1 · · · · · · · · · · · · · · · · · · ·	. NAME OF REPOR S.S. OR I.R.S CHECK THE APP . SEC USE ONLY	TING PERS . IDENTIF	ON ICATION NO. BOX IF A ME	OF ABOVE PERSON	RCBA GP, L.L.C. 94-3303831 (a) [x] (b) [x] See Item 3
1.	. NAME OF REPOR S.S. OR I.R.S . CHECK THE APP . SEC USE ONLY . SOURCE OF FUN . CHECK BOX IF PURSUANT TO I	TING PERS . IDENTIF ROPRIATE DS* DISCLOSUR TEMS 2(d)	ON ICATION NO. BOX IF A ME CONTRACTOR OF LEGAL OR 2(e)	OF ABOVE PERSON EMBER OF A GROUP* PROCEEDINGS IS REQUIRE	RCBA GP, L.L.C. 94-3303831 (a) [x] (b) [x] See Item 3
1	. NAME OF REPOR S.S. OR I.R.S . CHECK THE APP . SEC USE ONLY . SOURCE OF FUN . CHECK BOX IF PURSUANT TO I	TING PERS . IDENTIF ROPRIATE DS* DISCLOSUR TEMS 2 (d)	ON ICATION NO. BOX IF A ME CONTRACTOR OF A	OF ABOVE PERSON EMBER OF A GROUP* PROCEEDINGS IS REQUIRE	RCBA GP, L.L.C. 94-3303831 (a) [x] (b) [x] See Item 3
1	NAME OF REPOR S.S. OR I.R.S CHECK THE APP SEC USE ONLY SOURCE OF FUN CHECK BOX IF PURSUANT TO I	TING PERS . IDENTIF ROPRIATE DISCLOSUR TEMS 2 (d) R PLACE 0	ON ICATION NO. BOX IF A ME OF LEGAL OF 2(e) F ORGANIZAT E VOTING PO	OF ABOVE PERSON EMBER OF A GROUP* PROCEEDINGS IS REQUIRED TION OWER	RCBA GP, L.L.C. 94-3303831 (a) [x] (b) [x] See Item 3 RED [] Delaware
1	NAME OF REPOR S.S. OR I.R.S CHECK THE APP SEC USE ONLY SOURCE OF FUN CHECK BOX IF PURSUANT TO I	TING PERS . IDENTIF ROPRIATE DS* DISCLOSUR TEMS 2 (d) R PLACE 0 7. SOL	ON ICATION NO. BOX IF A ME OF LEGAL OF 2(e) F ORGANIZAT E VOTING PO	OF ABOVE PERSON CMBER OF A GROUP* PROCEEDINGS IS REQUIRED CION OWER	RCBA GP, L.L.C. 94-3303831 (a) [x] (b) [x] See Item 3 RED [] Delaware
1	NAME OF REPORS.S. OR I.R.S. CHECK THE APP SEC USE ONLY SOURCE OF FUN CHECK BOX IF PURSUANT TO I CITIZENSHIP CONUMBER OF	TING PERS . IDENTIF ROPRIATE DS* DISCLOSUR TEMS 2 (d) R PLACE 0 7. SOL	ON ICATION NO. BOX IF A ME OF LEGAL OF 2(e) F ORGANIZAT E VOTING PO RED VOTING	OF ABOVE PERSON CMBER OF A GROUP* PROCEEDINGS IS REQUIRED CION OWER	RCBA GP, L.L.C. 94-3303831 (a) [x] (b) [x] See Item 3 RED [] Delaware -0- Stock -0-

	10. SHARED DISPO	OSITIVE POWER	
		Class B Common	Stock -0-
		OWNED BY EACH REPORTING	
		Class B Common	Stock -0-
12. CHECK BOX IF CERTAIN SHARE	ES	JNT IN ROW (11) EXCLUDE:	[]
13. PERCENT OF CI		AMOUNT IN ROW (11)	
			mmon Stock 0%
14. TYPE OF REPOR		OO (Limited	d Liability Company)
** See Item 5 belo			
	*SEE INSTRUCTIO	ONS BEFORE FILLING OUT!	
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1. NAME OF REPOR	RTING PERSON		RICHARD C. BLUM
S.S. OR I.R.S	3. IDENTIFICATION N	NO. OF ABOVE PERSON	
		MEMBER OF A GROUP*	(a) [x] (b) [x]
3. SEC USE ONLY			
4. SOURCE OF FUN			See Item 3
	DISCLOSURE OF LEGA	AL PROCEEDINGS IS REQUI	 RED []
6. CITIZENSHIP (OR PLACE OF ORGANIZ	ATION	U.S.A.
	7. SOLE VOTING	POWER	-0-
BENEFICIALLY	8. SHARED VOTIN	Class B Common	Stock -0-
OWNED BY EACH PERSON WITH	9. SOLE DISPOSI	TIVE POWER	-0-
	10. SHARED DISPO	 OSITIVE POWER	
		Class B Common	Stock -0-
		DWNED BY EACH REPORTING	
		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	IN

** See Item 5 below

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13D

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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 Suite 400 San Francisco,			President and Chairman BLUM LP
Nils Colin Lind Managing Partner	909 Montgomery Suite 400 San Francisco,		-	Managing Partner, BLUM LP
Claus J. Moller Managing Partner	909 Montgomery Suite 400 San Francisco,			Managing Partner, BLUM LP
John C. Walker Partner	909 Montgomery Suite 400 San Francisco,			Partner, BLUM LP
Kevin A. Richardson Partner	909 Montgomery Suite 400	St.	USA	Partner, BLUM LP

San Francisco, CA 94133

Jose S. Medieros	909 Montgomery	St.		Brazil	Partr	ner,
Partner	Suite 400				BLUM	LP
	San Francisco,	CA	94133			

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Name and Office Held	Business Address		Citizen- ship	- 1	Occupation ent
Jeff A. Cozad Partner	909 Montgomery Suite 400 San Francisco, G		USA	Partner, BLUM LP	
Marc T. Scholvinck Partner, Chief Financial Officer, Assistant Secretary & Director			USA	Partner & Financial BLUM LP	-
Murray A. Indick Partner, General Counsel & Secretary	909 Montgomery Suite 400 San Francisco, G		USA	Partner an General Co 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			Principal Occupation or Employment
Richard C. Blum Managing Member	2			President and Chairman BLUM LP
Nils Colin Lind Managing Member	909 Montgomery Suite 400 San Francisco,		-	Managing Partner, BLUM LP
Claus J. Moller Managing Member	909 Montgomery Suite 400 San Francisco,			Managing Partner, BLUM LP
John C. Walker Member	909 Montgomery Suite 400 San Francisco,			Partner, BLUM LP
Kevin A. Richardson Member	909 Montgomery Suite 400 San Francisco,			Partner, BLUM LP
Jose S. Medieros Member	909 Montgomery Suite 400 San Francisco,			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 Suite 400 San Francisco,	USA	Partner, BLUM LP
Marc T. Scholvinck Member	909 Montgomery Suite 400 San Francisco,	USA	Partner & Chief Financial Officer, BLUM LP
Murray A. Indick Member	909 Montgomery Suite 400 San Francisco,	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	02-13-2001	6,400	34.34470
and investment advisory client	02-14-2001	19,800	33.70860
accounts (including	02-15-2001	59 , 400	33.81770
The Common Fund)	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	$02-13-2001 \\ 02-14-2001 \\ 02-15-2001 \\ 02-16-2001 \\ 02-21-2001 \\ 02-26-2001 \\ 02-27-2001$	5,300 16,400 49,200 27,900 36,100 67,900 2,300	34.34470 33.70860 33.81770 33.70020 33.00000 33.00000 33.02000

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 By /s/ Murray A. Indick Murray A. Indick Murray A. Indick

Murray A. Indick

Partner, General Counsel

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

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SCHEDULE 13D

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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.

/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