

GALLOWAY SCOTT

Form 4

November 24, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HARBINGER CAPITAL  
PARTNERS MASTER FUND I,  
LTD.**

(Last) (First) (Middle)

**C/O INTERNATIONAL FUND  
SERVICES LIMITED, THIRD FL,  
BISHOP'S SQUARE REDMOND'S  
HILL**

(Street)

**DUBLIN, L2 00000**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**NEW YORK TIMES CO [NYT]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/20/2008**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_X\_\_\_\_ Other (specify below)

\* See Remarks

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock (par value \$0.10 per share)	11/21/2008		P	50,000 A	\$ 5.1226	28,538,434	D (1) (2) (3) (4) (5) (6) (7)
Class A Common Stock (par					200	D (1) (2) (3)	

value  
\$0.10 per  
share)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. C/O INTERNATIONAL FUND SERVICES LIMITED THIRD FL, BISHOP'S SQUARE REDMOND'S HILL DUBLIN, L2 00000		X		* See Remarks
HARBINGER CAPITAL PARTNERS NY, LLC C/O HARBINGER CAP PTNRS OFFSHORE MGR LLC 2100 THIRD AVENUE NORTH, SUITE 600 BIRMINGHAM, AL 35203		X		* See Remarks
HARBINGER CAPITAL PARTNERS OFFSHORE MANAGER, L.L.C. 2100 THIRD AVENUE NORTH SUITE 600 BIRMINGHAM, AL 35203		X		* See Remarks
HMC INVESTORS, L.L.C. 2100 THIRD AVENUE NORTH		X		* See Remarks

SUITE 600  
BIRMINGHAM, AL 35203

FALCONE PHILIP  
555 MADISON AVE  
16TH FLOOR  
NEW YORK, NY 10022

X

\* See Remarks

HARBERT RAYMOND J  
2100 THIRD AVENUE NORTH  
SUITE 600  
BIRMINGHAM, AL 35203

X

\* See Remarks

LUCE MICHAEL D  
2100 THIRD AVENUE NORTH  
SUITE 600  
BIRMINGHAM, AL 35203

X

\* See Remarks

FIREBRAND INVESTMENTS, LLC  
210 LITTLE NOYAC PATH, WATER MILL  
NEW YORK, NY 11976

X

\* See Remarks

GALLOWAY SCOTT  
40 WEST 4TH STREET  
NEW YORK, NY 10014

X

\* See Remarks

## Signatures

Harbinger Capital Partners Master Fund I, Ltd., By: Harbinger Capital Partners Offshore Manager, L.L.C., By: HMC Investors, L.L.C., Managing Member, By: /s/ Joel B. Piassick, Executive Vice President

11/24/2008

\_\_Signature of Reporting Person

Date

Harbinger Capital Partners, NY, LLC, By: Harbinger Capital Master Fund I, Ltd., By: Harbinger Capital Partners Offshore Manager, L.L.C., its Investment Manager, By: HMC Investors, L.L.C., its Managing Member, By: /s/ Joel B. Piassick, Executive VP

11/24/2008

\_\_Signature of Reporting Person

Date

Harbinger Capital Partners Offshore Manager, L.L.C., By: HMC Investors, L.L.C., Managing Member, By: /s/ Joel B. Piassick, Executive VP

11/24/2008

\_\_Signature of Reporting Person

Date

HMC Investors, L.L.C., By: /s/ Joel B. Piassick, Executive VP

11/24/2008

\_\_Signature of Reporting Person

Date

/s/ Philip Falcone

11/24/2008

\_\_Signature of Reporting Person

Date

/s/ Raymond J. Harbert

11/24/2008

\_\_Signature of Reporting Person

Date

/s/ Michael D. Luce

11/24/2008

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\_\_Signature of Reporting Person

Date

Firebrand Investments, LLC, By: /s/ Scott Galloway, Founder and CIO

11/24/2008

\_\_Signature of Reporting Person

Date

/s/ Scott Galloway

11/24/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

IMPORTANT NOTE: THE SECURITIES SET FORTH IN THIS REPORT ARE DIRECTLY BENEFICIALLY OWNED BY HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD., HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P. AND/OR HARBINGER CAPITAL PARTNERS NY, LLC (COLLECTIVELY, THE "FUNDS"). ALL OTHER REPORTING PERSONS ARE INCLUDED WITHIN THIS REPORT DUE TO THEIR AFFILIATION WITH ONE OR MORE OF THE FUNDS.

(1) Harbinger Capital Partners Master Fund I, Ltd., or the Master Fund, is the direct beneficial owner of 200 shares of Issuer's class A common stock, or the Shares, and the indirect beneficial owner of the 28,538,434 Shares directly beneficially owned by the LLC (see Note 4).

(2) Harbinger Capital Partners Offshore Manager, L.L.C., or Harbinger Management, is the investment manager of the Master Fund. HMC Investors, L.L.C., or HMC Investors, is the managing member of Harbinger Management. Philip Falcone is a member of HMC Investors and the portfolio manager of the Master Fund. Raymond J. Harbert and Michael D. Luce are members of HMC Investors. Each of (3) Harbinger Management, HMC Investors and Messrs. Falcone, Harbert and Luce may be deemed to beneficially own the securities owned directly or indirectly by the Master Fund. Such persons disclaim beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(4) Harbinger Capital Partners Special Situations Fund, L.P., or the Special Situations Fund, does not own any Shares of the Issuer directly or indirectly. The Special Situations Fund is a party to certain equity swap transactions reported on Table II of Section 16 filings with respect to the Issuer.

(5) Harbinger Capital Partners Special Situations GP, LLC, or HCPSS, is the general partner of the Special Situations Fund, HMC-New York, Inc., or HMCNY, is the managing member of HCPSS. Harbert Management Corporation, or HMC, is the parent of HMCNY. Philip Falcone is a shareholder of HMC and the portfolio manager of the Special Situations Fund. Raymond J. Harbert and Michael D. Luce are shareholders of HMC. Each of HCPSS, HMCNY, HMC, and Messrs. Falcone, Harbert and Luce may be deemed to beneficially own the securities owned directly or indirectly by the Special Situations Fund. Such persons disclaim beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(6) The Master Fund, the Special Situations Fund and Firebrand Investments, LLC, or Firebrand Investments, are members of the LLC. Scott Galloway is the managing member of Firebrand Investments. The Master Fund has sole investment control over the securities directly owned by the LLC that were contributed to the LLC by the Master Fund or purchased using capital contributions of the Master Fund to the LLC.

(7) Under the terms of the operating agreement of the LLC, Firebrand Investments has an interest in the net profits from investments in the Issuer that are made by the Master Fund and the Special Situations Fund, including direct investments and indirect investments through the LLC. Mr. Galloway may be deemed to indirectly beneficially own securities that are beneficially owned by Firebrand Investments. Firebrand Investments and Mr. Galloway disclaim beneficial ownership of the securities beneficially owned by the LLC, the Master Fund and the Special Situations Fund, except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

### Remarks:

(\*) The Reporting Persons and the other persons referred to the footnotes to this Statement may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934. Each Reporting Person disclaims beneficial ownership of any

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securities deemed to be owned by the group that are not directly owned by the reporting person. This Statement shall not be deemed an admission that such Reporting Person is a member of a group or the beneficial owner of any securities not directly owned by such Reporting Person.

(\*\*) Given that the EDGAR system limits the number of filers on an electronic submission filed under Section 16 to a maximum of ten, the shares reported herein as indirectly beneficially owned by Harbinger Capital Partners Special Situations Fund, L.P., Harbinger Capital Partners Special Situations GP, LLC, HMC-New York, Inc. and Harbert Management Corporation are being reported on a separate Form 4 as directly beneficially owned by such entities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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