

SECURITY CAPITAL GROUP INC/
Form SC 13D/A
March 11, 2002

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)

SECURITY CAPITAL GROUP INCORPORATED
(Name of Issuer)

CLASS A COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of class of securities)

81413P105
(CUSIP number)

NANCY E. BARTON, ESQ.
GENERAL ELECTRIC CAPITAL CORPORATION
260 LONG RIDGE ROAD
STAMFORD, CONNECTICUT 06927
(203) 357-4000
(Name, address and telephone number of person authorized
to receive notices and communications)

WITH A COPY TO:

RAYMOND O. GIETZ, ESQ.
WEIL, GOTSHAL & MANGES LLP
767 FIFTH AVENUE
NEW YORK, NEW YORK 10153

MARCH 8, 2002
(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(e), 13d-1(f) or 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 Rule 13d-7(b) for other parties to whom copies are to be sent.

* 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 purposes of Section 18 of the Securities Exchange Act of 1934 (the "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 number 81413P105 13D

 1 NAME OF REPORTING PERSON: GE CAPITAL INTERNATIONAL
 S.S. OR I.R.S. IDENTIFICATION NO.
 OF ABOVE PERSON:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR

6 CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE

7 SOLE VOTING POWER:
 NUMBER OF SHARES

8 SHARED VOTING POWER: 97,672.1
 BENEFICIALLY OWNED BY (SEE ITE

9 SOLE DISPOSITIVE POWER:
 EACH REPORTING

10 SHARED DISPOSITIVE POWER: 97,672.1
 PERSON WITH (SEE ITE

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 97,672.1
 (SEE ITE

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

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

14 TYPE OF REPORTING PERSON: CO

3

 CUSIP number 81413P105 13D

 1 NAMES OF REPORTING PERSONS: GENERAL ELECTRIC CAPITAL
 I.R.S. IDENTIFICATION NOS.
 OF ABOVE PERSONS:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

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3 SEC USE ONLY

4 SOURCE OF FUNDS: NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR

6 CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE

| | | | |
|--------------------------|----|---------------------------|----------------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER: | |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER: | 97,672.1 (SEE ITE |
| EACH REPORTING | 9 | SOLE DISPOSITIVE POWER: | |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER: | 97,672.1 (SEE ITE |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 97,672.1
(SEE ITE

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

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

14 TYPE OF REPORTING PERSON: CO

4

| | | |
|--------------|-----------|-----|
| CUSIP number | 81413P105 | 13D |
|--------------|-----------|-----|

1 NAMES OF REPORTING PERSONS: GENERAL ELECTRIC CAPITAL
I.R.S. IDENTIFICATION NOS.
OF ABOVE PERSONS:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: NOT APPLICABLE

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR

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| | | |
|-----------------------|-----------------------------------------------------------------------------------|------------------------------------|
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION: | DELAWARE |
| NUMBER OF SHARES | 7 | SOLE VOTING POWER: 0 |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER: DISCLAIM |
| EACH REPORTING | 9 | SOLE DISPOSITIVE POWER: 0 |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER: DISCLAIM |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: | BENEFICI DISCLAIM SERVICES |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): | |
| 14 | TYPE OF REPORTING PERSON: | CO |
| 5 | | |
| CUSIP number | 81413P105 | 13D |
| 1 | NAMES OF REPORTING PERSONS: I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS: | GENERAL ELECTRIC COMPANY |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS: | NOT APPLICABLE |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION: | NEW YORK |
| NUMBER OF SHARES | 7 | SOLE VOTING POWER: 0 |
| BENEFICIALLY | 8 | SHARED VOTING POWER: DISCLAIM |

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| | | | |
|----------------------------|------------------------------------------------------------------------|---------------------------|----------------------|
| OWNED BY | | | |
| EACH REPORTING PERSON WITH | 9 | SOLE DISPOSITIVE POWER: | 0 |
| | 10 | SHARED DISPOSITIVE POWER: | DISCLAIM |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: | | BENEFICI DISCLAIM |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): | | |
| 14 | TYPE OF REPORTING PERSON: | | CO |

6

This Amendment No. 1 ("Amendment No. 1") amends the Statement on Schedule 13D (the "Schedule 13D") filed on December 26, 2001, by and on behalf of EB Acquisition Corp., a Maryland corporation ("EB"), GE Capital International Holdings Corporation, a Delaware corporation ("GE Holdings"), General Electric Capital Corporation, a Delaware corporation ("GE Capital"), General Electric Capital Services, Inc., a Delaware corporation ("GECS"), and General Electric Company, a New York corporation ("GE", and collectively with GE Capital, EB, GE Holdings and GECS, the "Reporting Persons") with respect to their ownership of the shares of Class A Common Stock, par value \$0.01 per share (the "Class A Shares"), of Security Capital Group Incorporated, a Maryland corporation (the "Company"). Capitalized terms used herein and not defined herein have the meanings ascribed thereto in the Schedule 13D, as amended

ITEM 4. PURPOSE OF TRANSACTION.

On December 14, 2001, the Company, GE Capital and EB entered into the Merger Agreement, a copy of which is attached as Exhibit 1 to the Schedule 13D and is hereby incorporated herein by reference. Pursuant to the Merger Agreement and subject to the terms and conditions contained therein, EB will merge with and into the Company (the "Merger"), with the Company continuing as the surviving corporation. As a result of the Merger, the Company will become an indirect wholly owned subsidiary of GE Capital.

Under the Merger Agreement, GE Capital may elect (no later than the 15th day before the Group Stockholder Meeting) to include the common shares of beneficial interest of ProLogis Trust ("ProLogis Common Stock") owned by the Company as part of the Class A Consideration and the Class B Consideration. If GE Capital so elects, the holders of Class B Shares would receive \$26 in cash per Class B Share less the value of the ProLogis Common Stock received by them (with the ProLogis Common Stock valued for such purposes based upon the average closing prices on the ten (10) consecutive full trading days ending on the day immediately preceding the two (2) full trading days before the Group Stockholder Meeting), and the holders of the Class A Shares would receive 50 times such amount. GE Capital also has the right to revoke its election to include the ProLogis Common Stock as part of the Class A Consideration and Class B Consideration at any time before the tenth day prior to the Group Stockholder Meeting, provided however that no such revocation may be made if such revocation

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would make it reasonably necessary, based upon the advice of the Company's independent counsel, to delay the Group Stockholder Meeting.

At a meeting of the Executive Committee of GE Capital's Board of Directors held on March 8, 2002, the Executive Committee approved a proposed plan with respect to the use of shares of ProLogis Common Stock beneficially owned by the Company as part of the merger consideration for the Merger. GE Capital's current plan is to cause the Company to distribute to the Company's stockholders as part of the Class A Consideration and the Class B Consideration approximately 32.8 million shares of ProLogis Common Stock currently held by the Company (or approximately 18.75% of the outstanding shares of ProLogis Common Stock), with the Company retaining approximately 17.1 million of the shares of ProLogis Common Stock currently held by the Company (or approximately 9.8% of the outstanding shares of ProLogis Common Stock). Notwithstanding such approval

7

by the Executive Committee of GE Capital's Board of Directors on March 8, 2002, GE Capital has not made a formal election under the Merger Agreement with respect to the shares of ProLogis Common Stock currently held by the Company, intends to continue to evaluate its alternatives, and may change its current plans. Accordingly, the Company's stockholders should be aware that the final decision by GE Capital whether or not to substitute some or all of the shares of ProLogis Common Stock currently held by the Company for a portion of the Class A Consideration or the Class B Consideration may be different than GE Capital's current plans as disclosed in this Amendment No. 1. GE Capital's final decision will be communicated to the Company's stockholders by means of a press release no later than the 15th day prior to the date of the Group Stockholder Meeting.

In addition, GE Capital currently is in negotiations with the holder of the Series B Cumulative Convertible Redeemable Voting Preferred Stock, par value \$.01 per share (the "Series B Preferred Stock"), of the Company, regarding a possible purchase by GE Capital of all of the issued and outstanding shares of Series B Preferred Stock at a per share price of \$1,000, together with all accrued and unpaid dividends thereon up to the date of purchase. Although such negotiations have not concluded, GE Capital expects to enter into an agreement with such holder that would provide for the purchase of the shares of Series B Preferred Stock immediately following the closing of the Merger.

Except as set forth above, the response of the Reporting Persons to this Item 4 as previously disclosed in the Schedule 13D has not changed.

The description of the Merger Agreement set forth in this Amendment No. 1 is qualified in its entirety by reference to such agreement, which is attached as Exhibit No. 1 to the Schedule 13D and is hereby incorporated herein by reference.

[Signatures Appear on Following Page.]

8

SIGNATURES

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

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Dated: March 11, 2002

GENERAL ELECTRIC COMPANY*

By: /s/ Nancy E. Barton

Name: Nancy E. Barton
Title: Attorney-in-Fact

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Nancy E. Barton

Name: Nancy E. Barton
Title: Senior Vice President

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Nancy E. Barton

Name: Nancy E. Barton
Title: Senior Vice President

GE CAPITAL INTERNATIONAL HOLDINGS CORPORATION

By: /s/ Sarah Graber

Name: Sarah Graber
Title: Vice President and Assistant Secretary

EB ACQUISITION CORP.

By: /s/ Kevin Korsh

Name: Kevin Korsh
Title: Assistant Secretary

* Power of attorney, dated as of February 22, 2000, by General Electric Company is hereby incorporated by reference to Schedule 13D for Luxtec Corporation, filed March 12, 2001 by GE Capital Equity Investments, Inc.