

Edgar Filing: EDIZIONE HOLDING SPA - Form SC 13G

EDIZIONE HOLDING SPA  
Form SC 13G  
February 14, 2006

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b),  
(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2

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Benetton Group S.p.A.  
(Name of Issuer)

Ordinary Shares of euro 1.30 par value each  
(Title of Class of Securities)

08179540  
(CUSIP Number)

June 8, 1989  
(Date of Event Which Requires Filing 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 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. [\_\_\_\_\_] -----

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON  
  
EDIZIONE HOLDING S.p.A.  
Not Applicable  
-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) [ ]  
(b) [ ]  
-----  
3 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): [ ]  
-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION: Italy  
-----  
5 SOLE VOTING POWER: 121,905,639  
  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH  
-----  
6 SHARED VOTING POWER: 0  
-----  
7 SOLE DISPOSITIVE POWER: 121,905,639  
-----  
8 SHARED DISPOSITIVE POWER: 0  
-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING  
PERSON: 121,905,639  
-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES: [ ]  
-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 67.1%  
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12 TYPE OF REPORTING PERSON: CO  
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CUSIP No. [\_\_\_\_\_] -----

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Page \_\_\_\_ of \_\_\_\_ Pages  
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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON  
  
RAGIONE S.a.p.a. DI GILBERTO BENETTON E C.  
Not Applicable  
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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) [ ]  
(b) [ ]

-----

3 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): [ ]

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION: Italy

-----

5 SOLE VOTING POWER: 121,905,639

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NUMBER OF  
SHARES 6 SHARED VOTING POWER: 0

BENEFICIALLY  
OWNED BY  
EACH 7 SOLE DISPOSITIVE POWER: 121,905,639

REPORTING  
PERSON WITH 8 SHARED DISPOSITIVE POWER: 0

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING  
PERSON: 121,905,639

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES: [ ]

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 67.1%

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12 TYPE OF REPORTING PERSON: PN

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Item 1(a) Name of Issuer:

Benetton Group S.p.A. ("Benetton")

Item 1(b) Address of Issuer's Principal Executive Offices:

Benetton Group S.p.A.  
Via Villa Minelli 1  
31050 Ponzano Veneto  
Italy

Item 2(a) Name of Persons Filing:

Edizione Holding S.p.A.  
Ragione S.a.p.a. di Gilberto Benetton e C.

Item 2(b) Address of Principal Business Office:

Edizione Holding S.p.A.  
Calmaggiore 23  
31100 Treviso  
Italy

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Ragione S.a.p.a. di Gilberto Benetton e C.  
Calmaggiore 23  
31100 Treviso  
Italy

Item 2(c) Citizenship:

Edizione Holding S.p.A. is a company incorporated under the laws of the Republic of Italy.

Ragione S.a.p.a. di Gilberto Benetton e C. is a partnership organized under the laws of the Republic of Italy.

Item 2(d) Title of Class of Securities:

Ordinary Shares.

Item 2(e) CUSIP Number:

08179540

Item 3 Type of Person.

Not Applicable.

Item 4 Ownership.

4

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of the date of hereof, 121,905,639 ordinary shares are held by Edizione Holding S.p.A., a company incorporated under the laws of the Republic of Italy ("Edizione").

Approximately, 99.24% of Edizione's share capital is beneficially owned by Ragione S.a.p.a. di Gilberto Benetton e C., a partnership organized under the laws of the Republic of Italy ("Ragione"), and consequently, Ragione has voting control and investment discretion over securities owned by Edizione.

Edizione and Ragione have beneficially held the 121,905,639 ordinary shares from the date of the initial public offering of Benetton on the New York Stock Exchange on June 8, 1989.

(b) Percent of class:

Edizione - 67.1%  
Ragione - 67.1%

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- (c) Number of shares as to which such persons have:
- (i) Sole power to vote or to direct the vote:  
Edizione - 121,905,639  
Ragione - 121,905,639
  - (ii) Shared power to vote or to direct the vote:  
Edizione - 0  
Ragione - 0
  - (iii) Sole power to dispose or to direct the disposition of  
Edizione - 121,905,639  
Ragione - 121,905,639
  - (iv) Shared power to dispose or to direct the disposition of:  
Edizione - 0  
Ragione - 0

Item 5 Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6 Ownership of More than Five Percent on Behalf of Another Person.

5

Approximately, 99.24% of Edizione's share capital is beneficially owned by Ragione, and consequently, Ragione has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities owned by Edizione. For more information with respect to Ragione's beneficial ownership in Benetton, please see Item 4 above.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8 Identification and Classification of Members of the Group.

Not Applicable.

Item 9 Notice of Dissolution of Group.

Not Applicable.

Item 10 Certifications.

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Not Applicable.

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SIGNATURE

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

Date: February 14, 2006

EDIZIONE HOLDING S.p.A.

By: /s/ Gianni Mion

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Name: Gianni Mion

Title: Chief Executive Officer

SIGNATURE

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

Date: February 14, 2006

RAGIONE S.a.p.a. DI GILBERTO BENETTON E C.

By: /s/ Gilberto Benetton

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Name: Gilberto Benetton

Title: Chairman