

Edgar Filing: JACUZZI BRANDS INC - Form SC 13D/A

JACUZZI BRANDS INC
Form SC 13D/A
February 13, 2007

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

Amendment No. 3

Jacuzzi Brands, Inc.

(Name of Issuer)

Common Stock

(Title of Class and Securities)

469865109

(CUSIP Number of Class of Securities)

O. Mason Hawkins
Chairman of the Board and C.E.O.
and
Andrew R. McCarroll
VP and General Counsel

Southeastern Asset Management, Inc.
6410 Poplar Avenue; Suite 900
Memphis, TN 38119
(901) 761-2474

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

February 7, 2007

(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 Sections 240.13d-1(e), 240.13d-1(f), or 240.13d-1(g), check the following box: [X]

CUSIP No. 469865109

13D

(1) NAMES OF REPORTING PERSONS

Southeastern Asset Management, Inc.

I.D. No. 62-0951781

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

- (a)
(b) X

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO: Funds of investment advisory clients

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

[X]

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

NUMBER OF SHARES BENEFICIALLY
OWNED BY EACH REPORTING PERSON
WITH

: (7) SOLE VOTING POWER
: (Discretionary Accounts)
: 0 shares

: (8) SHARED OR NO VOTING POWER

: 0 shares (Shared)
0 shares (None)

: (9) SOLE DISPOSITIVE POWER
: (Discretionary Accounts)
: 0 shares

: (10) SHARED OR NO DISPOSITIVE POWER
: 0 shares (Shared)
0 shares (None)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

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

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
0.0%

(14) TYPE OF REPORTING PERSON
IA

CUSIP No. 469865109

13D

(1) NAMES OF REPORTING PERSONS

Longleaf Partners Small-Cap Fund

I.D. No. 62-1376170

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

- (a)
(b) X

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

OO: Funds of investment company shareholders

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

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	:	(7) SOLE VOTING POWER
	:	
	:	None
	:	(8) SHARED VOTING POWER
	:	
	:	0 shares
	:	(9) SOLE DISPOSITIVE POWER
	:	
	:	None
	:	(10) SHARED DISPOSITIVE POWER
:	0 shares	

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

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

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
0.0%

(14) TYPE OF REPORTING PERSON
IV

CUSIP No. 469865109

13D

(1) NAMES OF REPORTING PERSONS	I.D. No. XXX-XX-XXXX
O. Mason Hawkins	

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

(a)
(b) X

(3) SEC USE ONLY

(4) SOURCE OF FUNDS
OO: None

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

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
Citizen of United States

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	: (7) SOLE VOTING POWER
	: (Discretionary Accounts)
	: None
	: (8) SHARED VOTING POWER
	: None
	: (9) SOLE DISPOSITIVE POWER
	: None
	: (10) SHARED DISPOSITIVE POWER
	: None
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
None (See Item 2)	
(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES	
(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11	
0.0%	
(14) TYPE OF REPORTING PERSON	
IN	

Item 5. Interest in Securities of the Issuer

On February 7, 2007, Apollo Management, L.P. completed its acquisition of Jacuzzi Brands, Inc. (the "Issuer"). As a result, the filing parties no longer own any of the outstanding securities of the Issuer.

SIGNATURES

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

Dated: February 12, 2007

SOUTHEASTERN ASSET MANAGEMENT, INC.

By /s/ Andrew R. McCarroll

Andrew R. McCarroll
VP & General Counsel

LONGLEAF PARTNERS SMALL-CAP FUND

By /s/ O. Mason Hawkins

O. Mason Hawkins
Trustee and Co-Portfolio Manager

O. MASON HAWKINS

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Individually)

/s/ O. Mason Hawkins

Joint Filing Agreement

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Schedule 13D with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Schedule 13D. In evidence thereof, the undersigned hereby execute this Agreement as of February 12, 2007.

Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll

Andrew R. McCarroll
VP & General Counsel

Longleaf Partners Small-Cap Fund

By /s/ O. Mason Hawkins

O. Mason Hawkins
Trustee and Co-Portfolio Manager

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins
