

LENDINGTREE INC  
Form SC 13G  
June 05, 2001

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

LendingTree, Inc.

-----  
(Name of Issuer)

Common Stock, \$0.01 par value

-----  
(Title of Class of Securities)

52602Q105

-----  
(CUSIP Number)

May 24, 2001

-----  
(Date of Event Which Requires Filing of 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)

Page 1 of 9 pages

-----  
CUSIP No. 52602Q105

13G  
-----

- 1. Name of Reporting Person  
I.R.S. Identification No. of above Person

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Goldman, Sachs & Co.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

New York

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

142,492

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

142,492

9. Aggregate Amount Beneficially Owned by Each Reporting Person

142,492

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.8%

12. Type of Reporting Person

BD-PN-IA

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Page 2 of 9 pages

-----  
CUSIP No. 52602Q105  
-----

13G

- 1. Name of Reporting Person  
I.R.S. Identification No. of above Person

The Goldman Sachs Group, Inc.

- 2. Check the Appropriate Box if a Member of a Group

(a)

(b)

- 3. SEC Use Only

- 4. Citizenship or Place of Organization

Delaware

- 5. Sole Voting Power

Number of 1,281,881

Shares

Beneficially

- 6. Shared Voting Power

142,492

Owned by

Each

- 7. Sole Dispositive Power

Reporting 1,281,881

Person

With:

- 8. Shared Dispositive Power

142,492

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,424,373

- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

- 11. Percent of Class Represented by Amount in Row (9)

7.6%

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-----  
12. Type of Reporting Person

HC-CO  
-----

Page 3 of 9 pages

-----  
CUSIP No. 52602Q105

13G  
-----

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person

Stone Street Fund 1999, L.P.  
-----

2. Check the Appropriate Box if a Member of a Group

(a)

(b)   
-----

3. SEC Use Only  
-----

-----  
4. Citizenship or Place of Organization

Delaware  
-----

5. Sole Voting Power

Number of 0

Shares

Beneficially

-----  
6. Shared Voting Power

142,429

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting 0

Person

With:

-----  
8. Shared Dispositive Power

142,429  
-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person

142,429

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-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
  
[ ]

-----  
11. Percent of Class Represented by Amount in Row (9)  
  
0.8%

-----  
12. Type of Reporting Person  
  
PN

-----  
Page 4 of 9 pages

-----  
CUSIP No. 52602Q105 13G  
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-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person  
  
Stone Street 1999, L.L.C.

-----  
2. Check the Appropriate Box if a Member of a Group  
  
(a) [ ]  
(b) [ ]

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization  
  
Delaware

-----  
5. Sole Voting Power  
  
Number of 0  
Shares

-----  
6. Shared Voting Power  
  
Beneficially 142,429  
Owned by

-----  
7. Sole Dispositive Power  
  
Each 0  
Reporting

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Person -----  
8. Shared Dispositive Power  
With:  
142,429

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
142,429

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
[ ]

-----  
11. Percent of Class Represented by Amount in Row (9)  
0.8%

-----  
12. Type of Reporting Person  
00

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Page 5 of 9 pages

Item 1(a). Name of Issuer:  
LendingTree, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:  
11115 Rushmore Drive  
Charlotte, NC 28277

Item 2(a). Name of Persons Filing:  
Goldman, Sachs & Co., The Goldman Sachs Group, Inc., Stone  
Street Fund 1999, L.P., and Stone Street 1999, L.L.C.

Item 2(b). Address of Principal Business Office or, if none, Residence:  
85 Broad Street  
New York, NY 10004

Item 2(c). Citizenship:  
Goldman, Sachs & Co. - New York  
The Goldman Sachs Group, Inc. - Delaware  
Stone Street Fund 1999, L.P. - Delaware  
Stone Street 1999, L.L.C. - Delaware

Item 2(d). Title of Class of Securities:  
Common Stock, \$0.01 par value

Item 2(e). CUSIP Number:  
52602Q105

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or  
13d-2(b) or (c), check whether the person filing is a :

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- (a).  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b).  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c).  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d).  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e).  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f).  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g).  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h).  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i).  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j).  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box .

Page 6 of 9 pages

Item 4. Ownership. (1) (2)

- (a). Amount beneficially owned:  
See the response(s) to Item 9 on the attached cover page(s).
- (b). Percent of Class:  
See the response(s) to Item 11 on the attached cover page(s).
- (c). Number of shares as to which such person has:
  - (i). Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).
  - (ii). Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).
  - (iii). Sole power to dispose or to direct the disposition of: See the response(s) to Item 7 on the attached cover page(s).
  - (iv). Shared power to dispose or to direct the disposition of: See the response(s) to Item 8 on the attached cover page(s).

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- 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.  
Not Applicable
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.  
See Exhibit (99.2)
- Item 8. Identification and Classification of Members of the Group.  
Not Applicable
- Item 9. Notice of Dissolution of Group.  
Not Applicable
- Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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(1) On March 7, 2001, The Goldman Sachs Group, Inc. ("GS Group") and Stone Street Fund 1999, L.P. ("Stone Street") entered into a voting agreement (the "Voting Agreement") with the Issuer and certain other shareholders in the Issuer. As a result of having entered into the Voting Agreement, and only for such time as the Voting Agreement was in effect, GS Group, Stone Street and such other shareholders may have been deemed to constitute a "group" within the meaning of Rule 13d-5 under the Securities Exchange Act of 1934. A copy of the Voting Agreement was filed as an exhibit to a statement on Schedule 13D filed by the reporting persons on March 30, 2001. The Voting Agreement terminated on May 24, 2001 and, as a result, any such deemed "group" terminated on that date.

(2) GS Group and Goldman, Sachs & Co. ("Goldman Sachs") each disclaim beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which Goldman Sachs or employees of Goldman Sachs have voting or investment discretion, or both and (ii) certain investment entities, of which a subsidiary of GS Group or Goldman Sachs is the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than GS Group, Goldman Sachs or their affiliates.

Page 7 of 9 pages

SIGNATURE

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.



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Date: June 5, 2001

GOLDMAN, SACHS & CO.

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Roger S. Begelman

By:/s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

STONE STREET FUND 1999, L.P.

STONE STREET 1999, L.L.C.

By:/s/ Roger S. Begelman

By:/s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

Page 8 of 9 pages

INDEX TO EXHIBITS

Exhibit No. -----	Exhibit -----
99.1	Joint Filing Agreement, dated June 5, 2001, between Goldman Sachs & Co., The Goldman Sachs Group, Inc., Stone Street Fund 1999, L.P., and Stone Street 1999, L.L.C.
99.2	Item 7 Information
99.3	Power of Attorney, dated December 8, 2000, relating to Goldman, Sachs & Co.
99.4	Power of Attorney, dated December 8, 2000, relating to The Goldman Sachs Group, Inc.
99.5	Power of Attorney, dated December 16, 1999, relating to Stone Street Fund 1999, L.P.
99.6	Power of Attorney, dated December 16, 1999, relating to Stone Street 1999, L.L.C.

Page 9 of 9 pages