

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **1999-03-26**
SEC Accession No. **0000888002-99-000248**

([HTML Version](#) on [secdatabase.com](#))

SUBJECT COMPANY

DUANE READE INC

CIK: **895364** | IRS No.: **043164702** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: **005-55843** | Film No.: **99574476**
SIC: **5912** Drug stores and proprietary stores

Mailing Address
440 NINTH AVE
NEW YORK NY 10001

Business Address
440 NINTH AVE
NEW YORK NY 10001
2122735700

FILED BY

EQUITABLE COMPANIES INC

CIK: **888002** | IRS No.: **133623351** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A**
SIC: **6311** Life insurance

Mailing Address
1290 AVENUE OF THE
AMERICAS
NEW YORK NY 10104

Business Address
1290 AVENUE OF THE
AMERICAS
NEW YORK NY 10104
2125541234

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(AMENDMENT NO. 2)*

Duane Reade, Inc.

(NAME OF ISSUER)

Common Stock

(TITLE OF CLASS OF SECURITIES)

263578106

(CUSIP NUMBER)

December 31, 1998

(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)
- X Rule 13d-1(d), except with respect to the 5,100 shares reported by Alliance Capital Management L.P., which are reported under Section 13d-1(b).

* 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 ('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).

(CONTINUED ON FOLLOWING PAGE(S))

CUSIP NO. 263578106 13G Page 2 of 33 Pages

1- NAME OF REPORTING PERSON

AXA Assurances I.A.R.D. Mutuelle

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2- CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []

(B) [X]

3- SEC USE ONLY

4- CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES BENEFICIALLY OWNED
AS OF December 31, 1998 BY EACH REPORTING PERSON WITH

5- SOLE VOTING POWER	0
6- SHARED VOTING POWER	8,301,834
7- SOLE DISPOSITIVE POWER	5,300

8- SHARED DISPOSITIVE POWER

8,301,634

9- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,306,934

(Not to be construed as an admission of beneficial ownership)

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

11- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
48.9%

12- TYPE OF REPORTING PERSON *
IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 263578106

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1- NAME OF REPORTING PERSON
AXA Assurances Vie Mutuelle

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2- CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
(B) [X]

3- SEC USE ONLY

4- CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES BENEFICIALLY OWNED
AS OF December 31, 1998 BY EACH REPORTING PERSON WITH

5- SOLE VOTING POWER 0

6- SHARED VOTING POWER 8,301,834

7- SOLE DISPOSITIVE POWER 5,300

8- SHARED DISPOSITIVE POWER 8,301,634

9- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,306,934

(Not to be construed as an admission of beneficial ownership)

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

11- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
48.9%

12- TYPE OF REPORTING PERSON *
IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1- NAME OF REPORTING PERSON
AXA Conseil Vie Assurance Mutuelle
(formerly Alpha Assurances Vie Mutuelle)
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2- CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
(B) [X]

3- SEC USE ONLY

4- CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES BENEFICIALLY OWNED
AS OF December 31, 1998 BY EACH REPORTING PERSON WITH

5- SOLE VOTING POWER 0

6- SHARED VOTING POWER 8,301,834

7- SOLE DISPOSITIVE POWER 5,300

8- SHARED DISPOSITIVE POWER 8,301,634

9- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,306,934
 (Not to be construed as an admission of beneficial ownership)

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

11- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 48.9%

12- TYPE OF REPORTING PERSON *
 IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 263578106 13G Page 5 of 33 Pages

1- NAME OF REPORTING PERSON
 AXA Courtage Assurance Mutuelle

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2- CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
 (B) [X]

3- SEC USE ONLY

4- CITIZENSHIP OR PLACE OF ORGANIZATION
 France

NUMBER OF SHARES BENEFICIALLY OWNED
 AS OF December 31, 1998 BY EACH REPORTING PERSON WITH

5- SOLE VOTING POWER 0

6- SHARED VOTING POWER 8,301,834

7- SOLE DISPOSITIVE POWER 5,300

8- SHARED DISPOSITIVE POWER 8,301,634

9- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,306,934
 (Not to be construed as an admission of beneficial ownership)

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

11- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 48.9%

12- TYPE OF REPORTING PERSON *
 IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 263578106 13G Page 6 of 33 Pages

1- NAME OF REPORTING PERSON
 AXA (formerly AXA-UAP)

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2- CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
 (B) []

3- SEC USE ONLY

4- CITIZENSHIP OR PLACE OF ORGANIZATION
 France

NUMBER OF SHARES BENEFICIALLY OWNED

AS OF December 31, 1998 BY EACH REPORTING PERSON WITH
5- SOLE VOTING POWER 0
6- SHARED VOTING POWER 8,301,834
7- SOLE DISPOSITIVE POWER 5,300
8- SHARED DISPOSITIVE POWER 8,301,634
9- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,306,934
(Not to be construed as an admission of beneficial ownership)
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES []
CERTAIN SHARES*
11- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
48.9%
12- TYPE OF REPORTING PERSON *
HC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1- NAME OF REPORTING PERSON
THE EQUITABLE COMPANIES INCORPORATED
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
13-3623351
2- CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
(B) []
3- SEC USE ONLY

4- CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF SHARES BENEFICIALLY OWNED
AS OF December 31, 1998 BY EACH REPORTING PERSON WITH
5- SOLE VOTING POWER 0
6- SHARED VOTING POWER 8,301,834
7- SOLE DISPOSITIVE POWER 5,300
8- SHARED DISPOSITIVE POWER 8,301,634
9- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,306,934
10- CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES []
CERTAIN SHARES*
11- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
48.9%
12- TYPE OF REPORTING PERSON *
HC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Alliance Capital Management L.P. 13-3434400
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES	5. SOLE VOTING POWER	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6. SHARED VOTING POWER	0
	7. SOLE DISPOSITIVE POWER	5,100
	8. SHARED DISPOSITIVE POWER	0
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		5,100
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		[]
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		0.03%
12. TYPE OF REPORTING PERSON*		IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAMES OF REPORTING PERSONS		
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
Donaldson, Lufkin & Jenrette, Inc. 13-1898818		
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		(a) [] (b) [X]
3. SEC USE ONLY		
4. CITIZENSHIP OR PLACE OF ORGANIZATION		
Delaware		
NUMBER OF SHARES	5. SOLE VOTING POWER	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6. SHARED VOTING POWER	8,301,834
	7. SOLE DISPOSITIVE POWER	200
	8. SHARED DISPOSITIVE POWER	8,301,634
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		8,301,834
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		[]
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		48.9%
12. TYPE OF REPORTING PERSON*		HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAMES OF REPORTING PERSONS		
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
Donaldson, Lufkin & Jenrette Securities Corporation 13-2741729		
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		(a) [] (b) [X]
3. SEC USE ONLY		
4. CITIZENSHIP OR PLACE OF ORGANIZATION		
Delaware		
NUMBER OF SHARES	5. SOLE VOTING POWER	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6. SHARED VOTING POWER	0
	7. SOLE DISPOSITIVE POWER	200
	8. SHARED DISPOSITIVE POWER	9,870

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,070

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.06%

12. TYPE OF REPORTING PERSON*
BD

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
DLJ Capital Investors, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	0
	6. SHARED VOTING POWER	8,291,764
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	8,291,764

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,291,764

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
48.8%

12. TYPE OF REPORTING PERSON*
HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
DLJ Merchant Banking Partners II, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	0
	6. SHARED VOTING POWER	5,223,192
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	5,223,192

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,223,192

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
30.7%

12. TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 263578106

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
DLJ Merchant Banking Partners II-A, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES	5. SOLE VOTING POWER	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6. SHARED VOTING POWER	208,012
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	208,012

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
208,012

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.2%

12. TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 263578106

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
DLJ Offshore Partners II, C.V.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES	5. SOLE VOTING POWER	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6. SHARED VOTING POWER	256,849
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	256,849

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
256,849

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.5%

12. TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 263578106

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
DLJ Millennium Partners, L.P.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|--|-----------------------------|--------|
| NUMBER OF SHARES | 5. SOLE VOTING POWER | 0 |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6. SHARED VOTING POWER | 84,453 |
| | 7. SOLE DISPOSITIVE POWER | 0 |
| | 8. SHARED DISPOSITIVE POWER | 84,453 |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
84,453
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.5%
12. TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 263578106

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
DLJ Millennium Partners-A, L.P.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|--|-----------------------------|--------|
| NUMBER OF SHARES | 5. SOLE VOTING POWER | 0 |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6. SHARED VOTING POWER | 16,471 |
| | 7. SOLE DISPOSITIVE POWER | 0 |
| | 8. SHARED DISPOSITIVE POWER | 16,471 |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
16,471
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.1%
12. TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
DLJ Merchant Banking II, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	0
	6. SHARED VOTING POWER	5,788,976
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	5,788,976

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,788,976

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
34.1%

12. TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 263578106

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
DLJ Merchant Banking II, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	0
	6. SHARED VOTING POWER	5,788,976
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	5,788,976

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,788,976

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
34.1%

12. TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 263578106

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
DLJ Diversified Partners, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

NUMBER OF SHARES	5. SOLE VOTING POWER	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6. SHARED VOTING POWER	305,371
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	305,371
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	305,371
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	[]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	1.8%
12	TYPE OF REPORTING PERSON*	PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 263578106 13G Page 22 of 33 Pages

1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) DLJ Diversified Partners-A, L.P.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [] (b) [X]
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
	NUMBER OF SHARES	5. SOLE VOTING POWER
		0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6. SHARED VOTING POWER	113,405
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	113,405
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	113,405
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	[]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	0.6%
12	TYPE OF REPORTING PERSON*	PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) DLJMB Funding II, Inc.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [] (b) [X]
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
	NUMBER OF SHARES	5. SOLE VOTING POWER
		0
BENEFICIALLY OWNED BY EACH REPORTING	6. SHARED VOTING POWER	927,352
	7. SOLE DISPOSITIVE POWER	0

PERSON WITH 8. SHARED DISPOSITIVE POWER 927,352

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 927,352

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.4%

12. TYPE OF REPORTING PERSON* CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
DLJ LBO Plans Management Corporation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	0
	6. SHARED VOTING POWER	1,018,463
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	1,018,463

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,018,463

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.0%

12. TYPE OF REPORTING PERSON* CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 263578106 13G Page 25 of 33 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
UK Investment Plan 1997 Partners

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	0
	6. SHARED VOTING POWER	138,196
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	138,196

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 138,196

10. CHECK BOX 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

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 263578106

13G

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
DLJ First ESC, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	0
	6. SHARED VOTING POWER	995,011
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	995,011

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
995,011

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.8%

12. TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 263578106

13G

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
DLJ EAB Partners, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	0
	6. SHARED VOTING POWER	23,452
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	23,452

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
23,452

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.1%

12. TYPE OF REPORTING PERSON*

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a) Name of Issuer: Page 28 of 33 Pages
Duane Reade, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:
440 Ninth Ave.
New York, NY 10001

Item 2(a) and 2(b)
Name of Person Filing and Address of Principal Business Office:

AXA Conseil Vie Assurance Mutuelle
(formerly Alpha Assurances Vie Mutuelle)
100-101 Terrasse Boieldieu
92042 Paris La Defense France

AXA Assurances I.A.R.D Mutuelle and
AXA Assurances Vie Mutuelle
21, rue de Chateaudun
75009 Paris France

AXA Courtage Assurance Mutuelle
26, rue Louis le Grand
75002 Paris France

as a group (collectively, the 'Mutuelles AXA').

AXA (formerly, AXA-UAP)
9 Place Vendome
75001 Paris France

The Equitable Companies Incorporated
1290 Avenue of the Americas
New York, New York 10104

Alliance Capital Management L.P.
1345 Avenue of the Americas
New york, New York 10105

Donaldson, Lufkin & Jenrette, Inc.
Donaldson, Lufkin & Jenrette Securities Corporation
DLJ Capital Investors, Inc.
DLJ Merchant Banking Partners II, L.P.
DLJ Merchant Banking Partners II-A, L.P.
DLJ Offshore Partners II, C.V.
DLJ Millennium Partners, L.P.
DLJ Millenium Partners-A, L.P.
DLJ Merchant Banking II, Inc.
DLJ Merchant Banking II, LLC
DLJ Diversified Partners, Inc.
DLJ Diversified Associates, L.P.
DLJ Diversified Partners, L.P.
DLJ Diversified Partners-A, L.P.
DLJMB Funding II, Inc.
DLJ LBO Plans Management Corporation
UK Investment Plan 1997 Partners
DLJ First ESC, L.P.
DLJ EAB Partners, L.P.
277 Park Avenue,
New York, NY 10172.

(Please contact Patrick Meehan at (212) 641-8234
with any questions.)

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Item 2(c) Citizenship:
Each of the persons filing this statement is a United States citizen, a corporation or limited partnership organized under the laws of a state of the United States or a trust created or governed under the laws of a state of the United States except as noted below:

Mutuelles AXA and AXA - France

Item 2(d) Title of Class of Securities:
Common Stock

Item 2(e) CUSIP Number:
263578106

Item 3. Type of Reporting Person:

The Equitable Companies	HC
The Mutuelles AXA, as a group	HC
AXA	HC
Alliance Capital Management L.P.	IA
Donaldson, Lufkin & Jenrette, Inc.	HC
Donaldson, Lufkin & Jenrette Securities Corporation	BD
DLJ Capital Investors, Inc.	HC
DLJ Merchant Banking Partners II, L.P.	PN
DLJ Merchant Banking Partners II-A, L.P.	PN
DLJ Offshore Partners II, C.V.	PN
DLJ Millennium Partners, L.P.	PN
DLJ Millenium Partners-A, L.P.	PN
DLJ Merchant Banking II, Inc.	CO
DLJ Merchant Banking II, LLC	PN
DLJ Diversified Partners, Inc.	CO
DLJ Diversified Associates, L.P.	PN
DLJ Diverisified Partners, L.P.	PN
DLJ Diversified Partners-A, L.P.	PN
DLJMB Funding II, Inc.	CO
DLJ LBO Plans Management Corporation	CO
UK Investment Plan 1997 Partners	PN
DLJ First ESC, L.P.	PN
DLJ EAB Partners, L.P.	PN

<TABLE>

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Item 4. Ownership as of December 31, 1998:

<CAPTION>

	(a)	(b)
	Amount	Percent
	Beneficially	of Class
	Owned (Shares)	(1)
<S>	<C>	<C>
The Mutuelles AXA, as a group (2)	8,306,933	48.9%
AXA (2)	8,306,933	48.9%
The Equitable Companies Incorporated	8,306,933	48.9%
Alliance Capital Management Corp.	5,100	0.03
Donaldson, Lufkin & Jenrette Securities Corporatio	10,070	0.06%
DLJ Capital Investors, Inc.	8,291,763	48.8%
DLJ Merchant Banking Partners II, L.P.	5,223,192	30.7%
DLJ Merchant Banking Partners II-A, L.P.	208,012	1.2%
DLJ Offshore Partners II, C.V.	256,849	1.5%
DLJ Millennium Partners, L.P.	84,453	0.5%
DLJ Millenium Partners-A, L.P.	16,471	0.1%
DLJ Merchant Banking II, Inc.	5,788,976	34.1%
DLJ Merchant Banking II, LLC	5,778,976	34.1%
DLJ Diversified Partners, Inc.	418,776	2.5%
DLJ Diversified Associates, L.P.	418,776	2.5%
DLJ Diverisified Partners, L.P.	305,371	1.8%
DLJ Diversified Partners-A, L.P.	113,405	0.7%
DLJMB Funding II, Inc.	927,352	5.4%
DLJ LBO Plans Management Corporation	1,018,463	6.0%
UK Investment Plan 1997 Partners	138,196	0.8%
DLJ First ESC, L.P.	995,011	5.8%
DLJ EAB Partners, L.P.	23,452	0.1%

</TABLE>

(1) Based on 16,985,557 shares outstanding as reported in the Company's most recent 10-Q report.

(2) Each of the Mutuelles AXA, as a group, and AXA expressly declares that the filing of this Schedule 13G shall not be construed as an admission that it is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of any securities covered by this Schedule 13G.

<TABLE>

ITEM 4. Ownership as of 12/31/98 (CONT.)

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(c) Deemed Voting Power and Disposition Power:

<CAPTION>

	(i) Sole power to vote or to direct the vote	(ii) Shared power to vote or to direct the vote	(iii) Sole power to dispose or to direct the disposition of	(iv) Shared power to dispose or to direct the disposition of
<S>	<C>	<C>	<C>	<C>
The Mutuelles AXA, as a group	0	8,301,834	5,300	8,301,634
AXA	0	8,301,834	5,300	8,301,634
The Equitable Companies Incorporated	0	8,301,834	5,300	8,301,634

Alliance Capital Management L.P.	0	0	5,100	0
Donaldson, Lufkin & Jenrette, Inc.	0	8,301,834	200	8,301,634
Donaldson, Lufkin & Jenrette Securities Corporation	0	0	200	9,870
DLJ Capital Investors, Inc.	0	8,291,763	0	8,291,763
DLJ Capital Investors, Inc.	0	8,291,763	0	8,291,763
DLJ Merchant Banking Partners II, L.P.	0	5,223,192	0	5,223,192
DLJ Merchant Banking Partners II-A, L.P.	0	208,012	0	208,012
DLJ Offshore Partners II, C.V.	0	256,849	0	256,849
DLJ Millennium Partners, L.P.	0	84,453	0	84,453
DLJ Millenium Partners-A, L.P.	0	16,471	0	16,471
DLJ Merchant Banking II, Inc.	0	5,788,976	0	5,788,976
DLJ Merchant Banking II, LLC	0	5,778,976	0	5,778,976
DLJ Diversified Partners, Inc.	0	418,776	0	418,776
DLJ Diversified Associates, L.P.	0	418,776	0	418,776
DLJ Diverisified Partners, L.P.	0	305,371	0	305,371
DLJ Diversified Partners-A, L.P.	0	113,405	0	113,405
DLJMB Funding II, Inc.	0	927,352	0	927,352
DLJ LBO Plans Management Corporation	0	1,018,463	0	1,018,463
UK Investment Plan 1997 Partners	0	138,196	0	138,196
DLJ First ESC, L.P.	0	995,011	0	995,011
DLJ EAB Partners, L.P.	0	23,452	0	23,452

</TABLE>

(Each of the above subsidiaries of the Equitable Companies operates under independent management and makes independent voting and investment decisions).

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Item 5.

Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

()

Item 6.

Ownership of More than Five Percent on behalf of Another Person. N/A

Item 7.

Identification and Classification of the Subsidiary which Acquired the Security Being Reporting on by the Parent Holding Company:

This Schedule 13G is being filed by Equitable Companies; AXA, which beneficially owns a majority interest in Equitable Companies; and the Mutuelles AXA, which as a group control AXA:

- () in the Mutuelles AXAs' capacity, as a group, acting as a parent holding company with respect to the holdings of the following AXA entity or entities;
- () in AXA's capacity as a parent holding company with respect to the holdings of the following AXA entity or entities:
- (X) in EQUITABLE COMPANIES capacity as a parent holding company with respect to the holdings of its following subsidiaries:
 - (X) Alliance Capital Management L.P.
 - (X) Donaldson, Lufkin & Jenrette, Inc.
 - (X) Donaldson, Lufkin & Jenrette Securities Corporation
 - (X) DLJ Capital Investors, Inc.
 - (X) DLJ Merchant Banking Partners II, L.P.
 - (X) DLJ Merchant Banking Partners II-A, L.P.
 - (X) DLJ Offshore Partners II, C.V.
 - (X) DLJ Millennium Partners, L.P.
 - (X) DLJ Millenium Partners-A, L.P.
 - (X) DLJ Merchant Banking II, Inc.
 - (X) DLJ Merchant Banking II, LLC
 - (X) DLJ Diversified Partners, Inc.
 - (X) DLJ Diversified Associates, L.P.
 - (X) DLJ Diverisified Partners, L.P.
 - (X) DLJ Diversified Partners-A, L.P.
 - (X) DLJMB Funding II, Inc.
 - (X) DLJ LBO Plans Management Corporation
 - (X) UK Investment Plan 1997 Partners
 - (X) DLJ First ESC, L.P.
 - (X) DLJ EAB Partners, L.P.

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Item 8. Identification and Classification of Members of the Group. N/A

Item 9. Notice of Dissolution of Group: N/A

Item 10. Certification:

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

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.

Date: March 26, 1999

THE EQUITABLE COMPANIES INCORPORATED*

/s/ Alvin H. Fenichel

Alvin H. Fenichel
Senior Vice President
and Controller

*Pursuant to the Joint Filing Agreement with respect to Schedule 13G attached hereto as Exhibit I, among The Equitable Companies Incorporated, AXA Conseil Vie Assurance Mutuelle, AXA Assurances I.A.R.D Mutuelle, AXA Assurances Vie Mutuelle, AXA Courtage Assurance Mutuelle, and AXA, this statement Schedule 13G is filed on behalf of each of them.

JOINT FILING AGREEMENT

Each of the undersigned hereby agrees that the Schedule 13G filed herewith is filed jointly, pursuant to Rule 13d-1(f) (1) of the Securities Exchange Act of 1934, as amended on behalf of each of them.

Dated: March 26, 1999

The Equitable Companies Incorporated

BY: /s/ Alvin H. Fenichel

Alvin H. Fenichel
Senior Vice President
and Controller

AXA Assurances I.A.R.D. Mutuelle; AXA Assurances Vie Mutuelle; AXA Conseil Vie Assurance Mutuelle; AXA Courtage Assurance Mutuelle, as a group, and AXA

Signed on behalf of each of the above entities

BY: /s/ Alvin H. Fenichel

Alvin H. Fenichel
Attorney-in-Fact
(Executed pursuant to Powers of Attorney)

Exhibit 1

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENT that DLJ CAPITAL INVESTORS, INC., a Delaware corporation (the "Company"), hereby constitutes and appoints Marjorie White, from the date hereof until such time as this Power of Attorney is revoked in writing, to act as its true and lawful agent and attorney-in-fact with full power and authority, in the name of and on behalf of the

Company to execute, consent to, swear to, acknowledge, file, amend and/or modify and deliver one or more filings on Schedule 13-G and any and all subsequent filings made by or on behalf of the Securities and Exchange Commission pursuant to the Securities Act and/or the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, the undersigned has executed this power of attorney this 26th day of March 1999.

DLJ CAPITAL INVESTORS, INC.

/s/ Marjorie White

by: Marjorie White/Corporate Secretary