

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **2006-05-08**  
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### SUBJECT COMPANY

#### **SEQUA CORP /DE/**

CIK:**95301** | IRS No.: **131885030** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-09976** | Film No.: **06816753**  
SIC: **3724** Aircraft engines & engine parts

Mailing Address  
200 PARK AVENUE  
NEW YORK NY 10166

Business Address  
200 PARK AVE  
NEW YORK NY 10166  
2129865500

### FILED BY

#### **BINDERMAN GAIL ALEXANDER MARK & ZOFFNESS SHARON AS TR U/I DA**

CIK:**1170753** | IRS No.: **000000000** | State of Incorporation: **NY** | Fiscal Year End: **1231**  
Type: **SC 13D/A**

Mailing Address  
HARTMAN & CRAVENLLP  
460 PARK AVENUE  
NEW YORK NY 10022

Business Address  
C/O HARTMAN CRAVEN LLP  
460 PRK AVE  
NEW YORK NY 10022  
2127537500

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 8)\*

Sequa Corporation

(Name of Issuer)

Class B Common Stock, no par value

(Title of Class of Securities)

81732 020

(CUSIP Number)

Norman E. Alexander

c/o Sequa Corporation

200 Park Avenue

New York, New York 10166

Telephone: (212) 986-5500

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

April 27, 2006

(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-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 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 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).

CUSIP NO. 81732 020

NAMES OF REPORTING PERSONS: Norman E. Alexander

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  (b)

SEC USE ONLY

SOURCE OF FUNDS (See Instructions):

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION:

U.S.

NUMBER OF 7) **SOLE VOTING POWER**

SHARES 1,672,221

BENEFICIALLY 8) SHARED VOTING POWER

OWNED BY 9) 338,938

EACH SOLE DISPOSITIVE POWER

REPORTING 1,672,221

PERSON WITH 10) SHARED DISPOSITIVE POWER

338,938

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON: 2,011,159

CHECK IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES (See Instructions)

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

60.6

TYPE OF REPORTING PERSON (See Instructions): IN

The Schedule 13D Statement previously filed with the Securities and Exchange Commission by Norman E. Alexander and the following corporations which are directly or indirectly wholly-owned by Mr. Alexander (except for Forfed Corporation which is controlled by Mr. Alexander): Fifty Broad Street, Inc. ("Fifty Broad"), a New York corporation; Forfed Corporation ("Forfed"), a Delaware corporation; 42 New Street, Inc. ("42 New"), a New York corporation; Courtney Corporation (formerly known as "Galleon Syndicate Corporation") ("Courtney"), a Delaware corporation; and Youandi Corporation ("Youandi"), a New York corporation (the "Corporations") with respect to Sequa Corporation Class B Common Stock (the "Class B Shares") is amended by the following information.

**Item 3. Source and Amount of Funds or Other Consideration.**

This Amendment is being filed solely to disclose the exchange of (i) 125,492 Class B Shares by the grantor retained annuity trust known as "Gail Binderman, Mark Alexander and Sharon Zoffness as Trustees u/i dtd April 13, 2004" (the "April 2004 Trust") with the grantor retained annuity trust known as "Gail Binderman, Mark Alexander and Sharon Zoffness as Trustees u/i dtd July 13, 2005" (the "July 2005 Trust") for 125,385 shares of Sequa Corporation Class A Common Stock (the "Class A Shares") and (ii) 27,524 Class B Shares with Courtney for 27,500 Class A Shares.

**Item 5. Interest in Securities of the Issuer.**

Mr. Alexander, through the Corporations, the April 2004 Trust, the July 2005 Trust and a second grantor retained annuity trust known as "Gail Binderman, Mark Alexander and Sharon Zoffness as Trustees u/i dtd July 13, 2005" (the "Second July 2005 Trust"), beneficially owns an aggregate of 2,011,159 Class B Shares comprising approximately 60.6% of the outstanding Class B Shares. Mr. Alexander owns 8,500 Class B Shares or approximately .3% of the Class B Shares outstanding, Forfed owns 1,379,843 Class B Shares or approximately 41.6% of the Class B Shares outstanding, Fifty Broad owns 167,878 Class B Shares or approximately 5.1% of the Class B Shares outstanding, 42 New owns 45,000 Class B Shares or approximately 1.4% of the Class B Shares outstanding, Courtney owns 41,000 Class B Shares or approximately 1.2% of the Class B Shares outstanding, Youandi owns 30,000 Class B Shares or approximately .9% of the Class B Shares outstanding, the April 2004 Trust owns 128,220 Class B Shares or approximately 3.9% of the Class B Shares outstanding, the July 2005 Trust owns 125,492 Class B Shares or approximately 3.8% of the Class B Shares outstanding and the Second July 2005 Trust owns 57,702 Class B Shares or approximately 1.7% of the Class B Shares outstanding.

Mr. Alexander has the sole right to vote and dispose of the 8,500 Class B Shares held in his name. Each of the above Corporations has the sole right to vote and dispose of all of its Class B Shares, but Mr. Alexander, by virtue of his ownership and positions with the Corporations, has the power to vote and dispose of all of the Class B Shares owned by the Corporations. Each of the April 2004 Trust, the July 2005 Trust and the Second July 2005 Trust has the shared right to vote and dispose of all of its Class B Shares, but Mr. Alexander retains the right to dispose of the Class

B Shares in accordance with the terms of the April 2004 Trust, the July 2005 Trust and the Second July 2005 Trust, respectively.

(c) On April 27, 2006, (i) the April 2004 Trust exchanged 125,492 Class B Shares with the July 2005 Trust for 125,385 Class A Shares and (ii) the April 2004 Trust exchanged 27,524 Class B Shares with Courtney for 27,500 Class A Shares.

**Item 6. Contracts, Arrangements, Understanding or Relationships With Respect to \_\_\_\_\_ Securities of the Issuer.**

On April 27, 2006, the April 2004 Trust entered into a letter agreement with (i) the July 2005 Trust pursuant to which the April 2004 Trust exchanged 125,492 Class B Shares for 125,385 Class A Shares with the July 2005 Trust and (ii) Courtney pursuant to which the April 2004 Trust exchanged 27,524 Class B Shares for 27,500 Class A Shares with Courtney.

**Item 7. Material to be Filed as Exhibits.**

Exhibit 3. Letter dated April 27, 2006, from the grantor retained annuity trust known as “Gail Binderman, Mark Alexander and Sharon Zoffness as Trustees u/i dtd April 13, 2004” to the grantor retained annuity trust known as “Gail Binderman, Mark Alexander and Sharon Zoffness as Trustees u/i dtd July 13, 2005.”

Exhibit 4. Letter dated April 27, 2006, from the grantor retained annuity trust known as “Gail Binderman, Mark Alexander and Sharon Zoffness as Trustees u/i dtd April 13, 2004” to Courtney Corporation.

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.

Dated: May 8, 2006

FIFTY BROAD STREET, INC.

FORFED CORPORATION

42 NEW STREET, INC.

YOUANDI CORPORATION

COURTNEY CORPORATION

/s/ Norman E. Alexander

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**Norman E. Alexander**

Individually and on behalf of  
the above named Corporations

As President or Chairman

GAIL BINDERMAN, MARK ALEXANDER  
AND SHARON ZOFFNESS AS TRUSTEES

U/I DTD APRIL 13, 2004  
c/o Hartman & Craven LLP  
488 Madison Avenue  
New York, New York 10022

April 27, 2006

Ms. Gail Binderman

Trustee

Gail Binderman, Mark Alexander

and Sharon Zoffness as Trustees

u/i dtd July 15, 2005

c/o Hartman & Craven LLP

488 Madison Avenue

New York, New York 10022

Re: Exchange of Shares

Dear Gail:

This letter is to confirm our agreement as of the date hereof to effect the following exchange of shares:

1. Effective as of April 27, 2006, Gail Binderman, Mark Alexander and Sharon Zoffness as Trustees u/i dtd April 13, 2004 (the "April 2004 Trust"), hereby assign and convey, free of any and all liens, claims and encumbrances, 125,492 shares of the Class B common stock of Sequa Corporation, a Delaware corporation ("Sequa"), to Gail Binderman, Mark Alexander and Sharon Zoffness as Trustees u/i dtd July 13, 2005 (the "July 2005 Trust") in exchange for 125,385 shares of the Class A common stock of Sequa.
2. Effective as of April 27, 2006, the July 2005 Trust hereby assigns and conveys, free of any and all liens, claims and encumbrances, 125,385 shares of the Class A common stock of Sequa to the April 2004 Trust in exchange for 125,492 shares of the Class B common stock of Sequa.

Very truly yours,

GAIL BINDERMAN, MARK ALEXANDER

AND SHARON ZOFFNESS AS TRUSTEES

U/I DTD APRIL 13, 2004

By: /s/ Mark Alexander

Mark Alexander

Trustee

ACCEPTED AND AGREED TO AS OF

THE DATE FIRST SET FORTH ABOVE:

GAIL BINDERMAN, MARK ALEXANDER

AND SHARON ZOFFNESS AS TRUSTEES

U/I DTD JULY 13, 2005

By: /s/ Gail Binderman

Gail Binderman

Trustee



EXHIBIT 4

GAIL BINDERMAN, MARK ALEXANDER  
AND SHARON ZOFFNESS AS TRUSTEES

U/I DTD APRIL 13, 2004  
c/o Hartman & Craven LLP  
488 Madison Avenue  
New York, New York 10022

April 27, 2006

Mr. Norman E. Alexander

President

Courtney Corporation

200 Park Avenue

New York, New York 10166

Re: Exchange of Shares

Dear Mr. Alexander:

This letter is to confirm our agreement as of the date hereof to effect the following exchange of shares:

1. Effective as of April 27, 2006, Gail Binderman, Mark Alexander and Sharon Zoffness as Trustees u/i dtd April 13, 2004 (the "April 2004 Trust"), hereby assign and convey, free of any and all liens, claims and encumbrances, 27,524 shares of the Class B common stock of Sequa Corporation, a Delaware corporation ("Sequa"), to Courtney Corporation ("Courtney") in exchange for 27,500 shares of the Class A common stock of Sequa.
2. Effective as of April 27, 2006, Courtney hereby assigns and conveys, free of any and all liens, claims and encumbrances, 27,500 shares of the Class A common stock of Sequa to the April 2004 Trust in exchange for 27,524 shares of the Class B common stock of Sequa.

Very truly yours,

GAIL BINDERMAN, MARK ALEXANDER  
AND SHARON ZOFFNESS AS TRUSTEES

U/I DTD APRIL 13, 2004

By: /s/ Gail Binderman

Gail Binderman

Trustee

ACCEPTED AND AGREED TO AS OF  
THE DATE FIRST SET FORTH ABOVE:  
COURTNEY CORPORATION

By: /s/ Norman E. Alexander

Norman E. Alexander

President