

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: **1994-04-20**
SEC Accession No. **0000950148-94-000225**

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SUBJECT COMPANY

SUNAMERICA INC

CIK: **54727** | IRS No.: **860176061** | State of Incorporation: **MD** | Fiscal Year End: **0930**
Type: **SC 13D/A** | Act: **34** | File No.: **005-13479** | Film No.: **94523391**
SIC: **6311** Life insurance

Business Address
1 SUNAMERICA CENTER
LOS ANGELES CA 90067-6022
3107726000

FILED BY

BROAD ELI

CIK: **904621** | State of Incorporation: **CA** | Fiscal Year End: **1231**
Type: **SC 13D/A**

Business Address
ONE SUNAMERICA CENTER
CENTURY CITY
LOS ANGELES CA 90067
3107726000

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

<C>

OMB APPROVAL
OMB NUMBER 3235-0145
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SCHEDULE 13D

</TABLE>

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 9)*

SUNAMERICA INC.

(Name of Issuer)

Common Stock, \$1.00 Par Value

(Title of Class of Securities)

866 930 10 0

(CUSIP Number)

Eli Broad, Chairman of the Board, Chief Executive Officer and President
1 SunAmerica Center, Century City,
Los Angeles, California 90067-6022 (310)772-6000

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

April 14, 1994

(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 Rule 13d-1(b) (3) or (4), check the following box [].

Check the following box if a fee is being paid with the statement []. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) 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).

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Eli Broad
 Social Security No. ###-##-####

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 3,517,203
	8	SHARED VOTING POWER 1,956,712
	9	SOLE DISPOSITIVE POWER 3,517,203
	10	SHARED DISPOSITIVE POWER 1,956,712

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 6,497,815 (includes 123,900 stock options; 900,000 shares held by a
 trust formed by this Reporting Person as to which he has no voting or
 dispositive power).

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 20%

14 TYPE OF REPORTING PERSON*
 IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

SCHEDULE 13D
AMENDMENT NO. 9

SUNAMERICA INC.

This Amendment is filed on behalf of Eli Broad (the "Reporting Person").

The undersigned hereby amends Amendment No. 8 to Schedule 13D filed on January 5, 1993, relating to the Common Stock (\$1.00 par value) of SunAmerica Inc. (formerly Broad Inc.) (as amended, the "Schedule 13D") in the respects hereinafter set forth. Unless otherwise indicated in this Amendment, all terms referred to herein shall have the same meanings as used or defined in the Schedule 13D.

ITEM 1 - Security and Issuer

Common Stock \$1.00 par value of SunAmerica Inc., 1 SunAmerica Center, Century City, Los Angeles, California 90067-6022.

ITEM 2 - Identity and Background

- (a) Name: Eli Broad
- (b) Business Address: 1 SunAmerica Center, Century City, Los Angeles, California 90067-6022
- (c) Principal Employment: Chairman of the Board, Chief Executive Officer and President, SunAmerica Inc., 1 SunAmerica Center, Century City, Los Angeles, California 90067-6022
- (d) Criminal Proceedings: None
- (e) Civil Proceedings: None
- (f) Citizenship: U.S.A.

ITEM 3 - Source and Amount of Funds or Other Consideration.

Mr. Broad, co-founder of the Issuer in 1957, presently serves as its Chairman, Chief Executive Officer and President. Mr. Broad has been the largest shareholder since 1957.

Since the date of the last filing by the Reporting Person, the Reporting Person has acquired shares pursuant to the Issuer's employee benefit plans.

ITEM 4 - Purpose of Transaction.

The Reporting Person may, subject to market and other conditions, purchase additional shares of the Issuer, dispose of some or all of his shares, or consider the possibility of any such plan or proposal from time

to time in amounts not yet determined. The Reporting Person does not have any plans or proposals with respect to the matters set forth in (a) through (j) of Item 4 of Schedule 13D.

ITEM 5 - Interest and Securities of the Issuer.

- (a) The Reporting Person beneficially owns 6,497,815 shares of Common Stock which represents approximately 25% of the outstanding shares (based upon 23,232,376 shares of Common Stock outstanding as of December 31, 1993). Of these shares, 123,900 represent stock options granted under the Issuer's employee stock option program which are or which will become exercisable within sixty (60) days.
- (b) Of 6,497,815 shares of Common Stock beneficially owned, 95,314 shares represent restricted shares of Common Stock granted under the Issuer's employee stock plans and as to which the Reporting Person has voting, but no dispositive power; 337,500 shares of Common Stock are held by a trust formed by the Reporting Person of which he is a beneficiary but has no voting or dispositive powers 123,900 shares represent options to acquire Common Stock granted under the Issuer's employee stock plans which are or which will become exercisable within sixty (60) days and as to which he has no voting or dispositive power until exercised; 562,500 shares of Class B Stock are held by a trust formed by the Reporting Person of which he is a beneficiary but has no voting or dispositive powers; 21,712 shares of Class B Stock are held by The Eli and Edythe Broad Foundation of which the Reporting Person is a director and as to which he has shared voting and dispositive powers with two other directors, Messrs.

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Golman and Rohr. The following information is supplied as to those individuals:

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<S>	<C>
(i) Leroy Golman	(i) Richard D. Rohr
(ii) 540 Warner Avenue Los Angeles, CA 90024	(ii) 100 Renaissance Centre 34th Floor Detroit, Michigan 48243
(iii) Consultant	(iii) Attorney-at-Law, Partner Bodman, Longley & Dahling
(iv) None	(iv) None
(v) None	(v) None
(vi) U.S.A.	(vi) U.S.A.

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1,935,000 shares of Class B Stock are registered in the name of a corporation, of which 73% is owned directly and indirectly by the Reporting Person and of which the Reporting Person is a director and has shared voting and dispositive powers with one other director, Jeffrey Broad. The following information is supplied as to Jeffrey Broad:

- (i) Jeffrey Broad
- (ii) 831 Cliff Drive, Apt. C-5
Santa Barbara, California 93109
- (iii) Investment Banker
- (iv) None.
- (v) None.
- (vi) U.S.A.

260,000 shares of Class B Stock are registered in the name of a corporation, of which 100% is owned directly and indirectly by the Reporting Person and of which the Reporting Person is a director and has sole voting and dispositive powers.

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- (c) None.
- (d) The corporation referred to in Paragraph (b) of Item 5 above has the right to receive or the power to direct the receipts of dividends from, and the proceeds from the sale of, such shares of the Issuer owned by it. The Foundation described in Paragraph (b) of Item 5 above has the right to receive or the power to direct the receipt of dividends from, and the proceeds from the sale of, 21,712 shares of the Issuer owned by the Foundation.
- (e) Not applicable.

ITEM 6 - Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Under that certain Designation of Successor Special Trustee of Donald B. Kaufman Revocable Trust (the "Trust") dated April 14, 1994, the Reporting Person has been granted a right of first refusal with respect to up to 909,327 shares of Class B Common Stock owned by the Trust. This right is exercisable for either cash equal to the fair market value of the shares on date of purchase with respect to which the right is being exercised or by exchange of the Class B Common Shares for an equal number of shares of Issuer's Common Stock.

The Reporting Person has the right to purchase 123,900 shares of Common Stock within sixty (60) days from this filing and also has 95,314 restricted shares under the Issuer's employee stock plan. A description of the current plan appears in the Issuer's Registration Statement on Form S-8 No.

33-28744 filed with the Securities and Exchange Commission on May 16, 1989 and incorporated herein by reference. Unless or until such options are exercised, the Reporting Person does not have voting or dispositive powers with respect to such option shares. With respect to the restricted shares, the Reporting Person has voting, but not dispositive power.

ITEM 7 - Material to be Filed as Exhibits.

Attached hereto as Exhibit 1 is a copy of the Designation of Successor Special Trustee of Donald B. Kaufman Revocable Trust dated April 14, 1994.

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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.

/s/ Eli Broad

Eli Broad

Date: April 15, 1994

DESIGNATION OF SUCCESSOR SPECIAL TRUSTEE
OF DONALD B. KAUFMAN REVOCABLE TRUST

This Designation of Successor Special Trustee is made with reference to the following facts:

A. Eli Broad ("Broad") is presently acting as special trustee of the Donald B. Kaufman Revocable Trust created under instrument dated June 14, 1982 (the "Trust").

B. Broad wishes to designate a successor special trustee of the Trust upon the terms and conditions hereafter stated.

C. Upon the acceptance of said conditions and the completion and said designation, Broad intends to resign as special trustee of the Trust.

D. Broad is concerned about the identity of any future successor special trustees of the Trust that may be appointed.

E. After the resignation of Broad as special trustee, Edward A. Landry ("Landry") is willing to assume the office of successor special trustee of the Trust upon the terms and conditions set forth below.

2

THEREFORE, THE PARTIES HEREBY AGREE AS FOLLOWS AND TAKE THE ACTIONS SET FORTH BELOW:

1. Broad hereby revokes all designations of successor special trustees of the Trust heretofore made by him pursuant to paragraph (B) of article III of the Trust.

2. If Landry becomes unable or unwilling to act any longer in the capacity of special trustee, Landry agrees that he will give Board the right to approve any successor trustee appointed by Landry.

3. Landry agrees that before directing or permitting the disposition or encumbrance of any Class B common stock (super voting stock) of SunAmerica Inc., he will cause the Trust to give Broad the option, for fifteen (15) days from the delivery to Broad of a written option, to purchase such shares as the Trust wishes to sell or encumber. The consideration for such shares shall at Broad's option, be either cash in an amount equal to the fair market value of a like amount of SunAmerica Inc. common stock as listed on the New York Stock Exchange on the date of the closing of the purchase, or an equal number of shares of SunAmerica Inc. common stock. The closing shall occur within five (5) days of

delivery by Broad to Landry of a written acceptance of the offer.

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4. In reliance upon the foregoing representations and agreements by Landry, Broad hereby designates Landry as successor special trustee of the Trust.

Dated this 14th day of April, 1994 at Los Angeles, California.

/s/ ELI BROAD

ELI BROAD

Edward A. Landry states that he has read this entire document and in consideration of being named as special trustee under the Donald B. Kaufman Revocable Trust agrees that from and after becoming special trustee of the Trust he shall be bound by all of the provisions of this document.

Dated this 14th day of April, 1994 at Los Angeles, California.

/s/ EDWARD A. LANDRY

EDWARD A. LANDRY

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Receipt of this document is hereby acknowledged this _____ day of _____, 1994.

J.P. MORGAN CALIFORNIA

By _____

Title _____

By _____

Title _____

5

RESIGNATION OF SPECIAL TRUSTEE

Eli Broad, special trustee of the Donald B. Kaufman Revocable Trust under instrument dated June 14, 1982 hereby resigns as special trustee of the Donald B. Kaufman Revocable Trust.

Dated this 14th day of April, 1994 at Los Angeles, California.

/s/ ELI BROAD

ELI BROAD

Receipt of this document is hereby acknowledged this _____ day of _____, 1994.

J.P. MORGAN CALIFORNIA

By

Title

By

Title