

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: **1994-02-02**
SEC Accession No. **0000950112-94-000266**

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

SUBJECT COMPANY

OXFORD HEALTH PLANS INC

CIK: **865084** | IRS No.: **061118515** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: **005-42115** | Film No.: **94504216**
SIC: **6324** Hospital & medical service plans

Business Address
800 CONNECTICUT AVE
NORWALK CT 06854
3178443722

FILED BY

TRAVELERS INC

CIK: **831001** | IRS No.: **521568099** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A**
SIC: **6141** Personal credit institutions

Business Address
65 E 55TH ST
NEW YORK NY 10022
2128918900

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)

Oxford Health Plans, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

691471-10-6
(CUSIP Number)

Check the following box if a fee is being paid with this statement []. (A fee is not required only if the filing 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.)

*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).

SCHEDULE 13G

CUSIP NO. 691471-10-6

1) Name of Reporting Person American Capital Asset Management, Inc.
S.S. or I.R.S Identification 13-5130700
No. of Above Person

2) Check the Appropriate Box (a)
if a Member of a Group -----
(See Instructions) (b)

3) SEC Use Only

4) Citizenship or Place of Organization Delaware

Number of Shares (5) Sole Voting Power 0
Beneficially Owned (6) Shared Voting Power 169,000
by Each Reporting (7) Sole Dispositive Power 0
Person with (8) Shared Dispositive Power 169,000

9) Aggregate Amount Beneficially
Owned by Each Reporting Person 169,000

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

11) Percent of Class Represented
by Amount in Row 9 1.1%

12) Type of Reporting Person IA
(See Instructions)

SCHEDULE 13G

CUSIP NO. 691471-10-6

1) Name of Reporting Person American Capital Management & Research,
S.S. or I.R.S Identification Inc.
No. of Above Person 74-1623159

2) Check the Appropriate Box (a)
if a Member of a Group -----
(See Instructions) (b)

3) SEC Use Only

4) Citizenship or Place of Organization Delaware

Number of Shares	(5)	Sole Voting Power	0
Beneficially Owned	(6)	Shared Voting Power	169,000
by Each Reporting	(7)	Sole Dispositive Power	0
Person with	(8)	Shared Dispositive Power	169,000

9) Aggregate Amount Beneficially
Owned by Each Reporting Person 169,000

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

11) Percent of Class Represented
by Amount in Row 9 1.1%

12) Type of Reporting Person HC
(See Instructions)

SCHEDULE 13G

CUSIP NO. 691471-10-6

1) Name of Reporting Person Associated Madison Companies, Inc.
S.S. or I.R.S Identification 13-3140258
No. of Above Person

2) Check the Appropriate Box (a)
if a Member of a Group -----
(See Instructions) (b)

3) SEC Use Only

4) Citizenship or Place of Organization Delaware

Number of Shares (5) Sole Voting Power 0
Beneficially Owned (6) Shared Voting Power 169,400
by Each Reporting (7) Sole Dispositive Power 0
Person with (8) Shared Dispositive Power 169,400

9) Aggregate Amount Beneficially
Owned by Each Reporting Person 169,400

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

11) Percent of Class Represented
by Amount in Row 9 1.1%

12) Type of Reporting Person HC
(See Instructions)

SCHEDULE 13G

CUSIP NO. 691471-10-6

1) Name of Reporting Person	The Travelers Inc. (formerly Primerica
S.S. or I.R.S Identification	Corporation)
No. of Above Person	52-1568099

2) Check the Appropriate Box (a)
if a Member of a Group -----
(See Instructions) (b)

3) SEC Use Only

4) Citizenship or Place of Organization Delaware

Number of Shares (5) Sole Voting Power 1,800
Beneficially Owned (6) Shared Voting Power 169,400
by Each Reporting (7) Sole Dispositive Power 27,606
Person with (8) Shared Dispositive Power 176,145

9) Aggregate Amount Beneficially
Owned by Each Reporting Person 203,751

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

11) Percent of Class Represented
by Amount in Row 9 1.3%

12) Type of Reporting Person HC
(See Instructions)

Item 1(a) Name of Issuer:

Oxford Health Plans, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

320 Post Road
Darien, Connecticut 06820

Item 2(a) Names of Persons Filing:

See cover pages

Item 2(b) Address of Principal Business Office or, if none, Residence:

The Travelers Inc.
65 East 55th Street
New York, NY 10022

Associated Madison Companies, Inc.
65 East 55th Street
New York, NY 10022

American Capital Management & Research, Inc.
2800 Post Oak Boulevard
Houston, TX 77056

American Capital Asset Management, Inc.
2800 Post Oak Boulevard
Houston, TX 77056

Item 2(c) Citizenship:

See cover page

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

691471-10-6

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

- (a) Broker or Dealer registered under Sec. 15 of the Act
- (b) Bank as defined in Sec. 3(a)(6) of the Act
- (c) Insurance Company as defined in Sec. 3(a)(19) of the Act
- (d) Investment Company registered under Sec. 8 of the Investment Company Act

- (e) Investment Adviser registered under Sec. 203 of the Investment Advisers Act of 1940
- (f) Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Sec. 240.13d-1(b) (1) (ii) (F)
- (g) Parent Holding Company, in accordance with Sec. 240.13d-1(b) (ii) (G) (Note: See Item 7)
- (h) Group, in accordance with Sec. 240.13d-1(b) (1) (ii) (H)

Item 4. Ownership (as of December 31, 1993) (1)

- (a) Amount Beneficially Owned: See Item 9 of cover pages
- (b) Percent of Class: See Item 11 of cover pages
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote

(1) Pursuant to an Investment Advisory Agreement between a mutual fund or funds, and certain wholly-owned subsidiaries of The Travelers Inc., The Travelers Inc. and Associated Madison Companies, Inc. may be deemed indirectly to have the power to vote or to direct the vote and to dispose or direct the disposition of common stock held by such mutual fund. However, as permitted by Rule 13d-4, The Travelers Inc. and Associated Madison Companies, Inc. disclaim beneficial ownership of the shares held by the mutual funds.

(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

See Items 5-8 of cover pages

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 [X].

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

American Capital Management & Research, Inc. is the sole shareholder of American Capital Asset Management, Inc.; Associated Madison Companies, Inc. and The Travelers Inc. own all the outstanding common stock of American Capital Management & Research, Inc.; The Travelers Inc. owns all the outstanding common stock of Associated Madison Companies, Inc.

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, 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: February 2, 1994

AMERICAN CAPITAL MANAGEMENT & RESEARCH, INC.

By: /s/ J. David Wise

Name: J. David Wise
Title: Authorized Signatory

AMERICAN CAPITAL ASSET MANAGEMENT, INC.

By: /s/ J. David Wise

Name: J. David Wise
Title: Authorized Signatory

ASSOCIATED MADISON COMPANIES, INC.

By: /s/ Charles J.Gallo, Jr.

Name: Charles J. Gallo, Jr.
Title: Vice President and
Controller

THE TRAVELERS INC.

By: /s/ Mary Barnes Jenkins

Name: Mary Barnes Jenkins
Title: Assistant Secretary

EXHIBIT INDEX TO SCHEDULE 13G

EXHIBIT 1

Agreement among the parties
as to joint filing of Schedule 13G

EXHIBIT 1

AGREEMENT AS TO JOINT FILING OF SCHEDULE 13G

Each of the undersigned hereby affirms that it is individually eligible to use Schedule 13G, and agrees that this Schedule 13G is filed on its behalf.

Date: February 2, 1994

AMERICAN CAPITAL MANAGEMENT & RESEARCH, INC.

By: /s/ J. David Wise

Name: J. David Wise

Title: Authorized Signatory

AMERICAN CAPITAL ASSET MANAGEMENT, INC.

By: /s/ J. David Wise

Name: J. David Wise

Title: Authorized Signatory

ASSOCIATED MADISON COMPANIES, INC.

By: /s/ Charles J. Gallo, Jr.

Name: Charles J. Gallo, Jr.

Title: Vice President and
Controller

THE TRAVELERS INC.

By: /s/ Mary Barnes Jenkins

Name: Mary Barnes Jenkins

Title: Assistant Secretary