

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: **1994-01-21**
SEC Accession No. **0000950130-94-000079**

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SUBJECT COMPANY

HERITAGE MEDIA CORP

CIK: **821020** | IRS No.: **421299303** | State of Incorporation: **IA** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-40082** | Film No.: **94502220**
SIC: **7310** Advertising

Business Address
13355 NOEL RD STE 1500
ONE GALLERIA TWR
DALLAS TX 75240
2147027380

FILED BY

GOLDMAN SACHS GROUP LP

CIK: **904571** | IRS No.: **133501777** | State of Incorporation: **NY** | Fiscal Year End: **1130**
Type: **SC 13D/A**

Business Address
85 BROAD ST
NEW YORK NY 10004
2129021000

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 7)

HERITAGE MEDIA CORPORATION

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

427241203

(CUSIP Number)

Patricia A. Maher, Esq.
Goldman, Sachs & Co.
85 Broad Street
New York, New York 10004
(212) 902-0940

(Name, address and telephone number of person authorized
to receive notices and communications)

January 12, 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 this statement: _____

page 1 of 6 pages

CUSIP NO.

427241203

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

The Goldman Sachs Group, L.P.

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

(a) _____

(b) _____

3. SEC Use Only

4. Source of Funds

00

5. Check Box if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e)

[]

6. Citizenship or place of Organization

Delaware

Number of Shares Beneficially Owned By Each Reporting Person With

7 Sole Voting Power

550,375

8 Shared Voting Power

658,968

9 Sole Dispositive Power

550,375

10 Shared Dispositive Power

658,968

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,209,343

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Representing by Amount in Row (11)
9.5%

14. Type of Reporting Person
HC-PN

CUSIP NO.
427241203

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
Goldman, Sachs & Co.

2. Check the Appropriate Box if a Member of a Group
(a) _____
(b) _____

3. SEC Use Only

4. Source of Funds
WC-00

5. Check Box if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e)

6. Citizenship or place of Organization
New York

Number of 7 Sole Voting Power
Shares
Beneficially -0-
Owned By -----
Each 8 Shared Voting Power
Reporting

Person With 658,968

9 Sole Dispositive Power
-0-

10 Shared Dispositive Power
658,968

11. Aggregate Amount Beneficially Owned by Each Reporting Person

658,968

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Representing by Amount in Row (11)

5.4%

14. Type of Reporting Person

BD-PN

Item 5. Interest in Securities of the Issuer.

(a) The Goldman Sachs Group, L.P. and Goldman, Sachs & Co. may be deemed to have decreased their beneficial ownership of Class A Common Stock, to 1,209,343 shares (9.5%) and 658,968 shares (5.4%) respectively, as a result of the shares sold on behalf of certain Managed Accounts.

(b) Not applicable.

(c) The following transactions occurred since the prior Schedule 13D was filed:

<TABLE>
<CAPTION>

Date	Shares Purchased	Shares Sold	Price
<S>	<C>	<C>	<C>

12/17/93	5,000	18.125
12/23/93		2,000 19.125
12/28/93		14,730 19.000
12/30/93		4,700 19.250
12/30/93		300 19.375
1/06/94		25,000 19.875
1/07/94		20,000 20.000
1/07/94		11,000 20.125
1/10/94		21,200 19.897
1/11/94		17,200 19.375
1/11/94		200 20.000
1/12/94		120,000 20.250

</TABLE>

The total consideration (exclusive of commissions) for shares purchased was \$90,625.00.

(d) Not applicable.

(e) Not applicable.

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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.

GOLDMAN, SACHS & CO.

By: /s/ Richard A. Friedman

Name: Richard A. Friedman
Title: General Partner

Dated: January 21, 1994

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.

THE GOLDMAN SACHS GROUP, L.P.

By: /s/ Richard A. Friedman

Name: Richard A. Friedman

Title: General Partner

Dated: January 21, 1994