

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: **2006-01-05**
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SUBJECT COMPANY

SAMSONITE CORP/FL

CIK: **914478** | IRS No.: **363511556** | State of Incorporation: **DE** | Fiscal Year End: **0131**
Type: **SC 13D/A** | Act: **34** | File No.: **005-47327** | Film No.: **06511743**
SIC: **3100** Leather & leather products

Mailing Address
11200 EAST 45TH AVENUE
DENVER CO 80239

Business Address
11200 EAST 45TH AVENUE
DENVER CO 80239
3033732000

FILED BY

ONTARIO TEACHERS PENSION PLAN BOARD

CIK: **937567** | IRS No.: **000000000** | Fiscal Year End: **1231**
Type: **SC 13D/A**

Mailing Address
5650 YONGE STREET
NORTH YORK
ONTARIO CANADA M2M 4H5

Business Address
5650 YONGE STREET
NORTH YORK
ONTARIO CANADA M2M 4H5
4167305300

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2(a)**

**Under the Securities Exchange Act of 1934
(Amendment No. 9)***

Samsonite Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

79604v105

(CUSIP Number)

**Roger Barton
5650 Yonge Street, 5th Floor
Toronto, Ontario M2M 4H5
(416) 730-5321**

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

December 30, 2005

(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 §240.13d-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. 79604v105

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Ontario Teachers' Pension Plan Board

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
OO

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

6. Citizenship or Place of Organization
Ontario, Canada

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power
161,672,005

8. Shared Voting Power
0

9. Sole Dispositive Power
161,672,005

10. Shared Dispositive Power
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person
161,672,005

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

13. Percent of Class Represented by Amount in Row (11)
44.4%

14. Type of Reporting Person (See Instructions)
EP

Item 1. Security and Issuer

This Amendment No. 9 to Schedule 13D (the "Amendment") amends and supplements the information set forth in the Statement on Schedule 13D filed by the Reporting Person on August 11, 2003 and amended by Amendment No. 1 on August 28, 2003, Amendment No. 2 on September 30, 2003, Amendment No. 3 on April 26, 2004, Amendment No. 4 on April 29, 2004, Amendment No. 5 on July 16, 2004, Amendment No. 6 on October 15, 2004, Amendment No. 7 on January 3, 2005 and Amendment No. 8 on November 16, 2005 with respect to the Common Stock, par value \$0.01 per share ("Common Stock"), of Samsonite Corporation, a corporation incorporated under the laws of the State of Delaware (the "Issuer"). The principal executive offices of the Issuer are located at 11200 East 45th Avenue, Denver, Colorado 80239.

Item 2. Identity and Background

Item 2 is hereby restated in its entirety as follows:

(a) This Amendment is being filed by the Ontario Teachers' Pension Plan Board ("Teachers").

(b) - (c) Teachers is an Ontario, Canada corporation, the principal business of which is the administration of a pension plan and management of a pension fund for Ontario teachers. The principal office and business address of Teachers is 5650 Yonge Street, 5th Floor, Toronto, Ontario M2M 4H5.

The name, residence or business address, and present principal occupation or employment of each director, executive officer and controlling person of Teachers is set forth in Schedule A hereto, and is incorporated herein by reference.

(d) Neither Teachers nor, to the best of Teachers' knowledge, any of the persons identified in this Item 2 and Schedule A hereto has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) Neither Teachers nor, to the best of Teachers' knowledge, any of the persons identified in this Item 2 and Schedule A hereto has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of the directors and the executive officers of Teachers listed on Schedule A hereto is a citizen of Canada.

Item 3. Source and Amount of Funds or Other Consideration

Item 4. Purpose of Transaction

Item 4 is hereby amended to add the following:

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On December 30, 2005 Teachers purchased 1,441 shares of 2003 Convertible Preferred Stock of the Issuer (the "Preferred Stock") in a private transaction for an aggregate purchase price of \$3,472,810.00. The source of the funds used to purchase the shares of Preferred Stock was the pension fund managed by Teachers, which includes income from the fund's investment portfolio and contributions from members of the pension plan administered by Teachers and from the Province of Ontario.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby restated in its entirety as follows:

(a) - (b) As of the date of this Amendment, Teachers is the beneficial owner of an aggregate of 24,533,088 shares of Common Stock (comprised of 24,477,118 shares of Common Stock and 5,000 warrants currently exercisable for 55,970 shares of Common Stock) and 47,560 shares of Preferred Stock which, as of December 30, 2005, were convertible into 137,138,917 shares of Common Stock, representing approximately 44.4% of the shares of Common Stock outstanding, which percentage is calculated based upon 227,159,626 shares of Common Stock reported to be outstanding by the Issuer as of December 9, 2005, as adjusted pursuant to Rule 13d-3(d)(1). Teachers has sole

voting and dispositive power over all of the shares of Common Stock and Preferred Stock beneficially owned by it. Except as described above, neither Teachers nor, to the best of Teachers' knowledge, any of the persons listed in Schedule A hereto beneficially owns any shares of Common Stock or Preferred Stock.

(c) Neither Teachers nor, to the best of Teachers' knowledge, any of the persons listed in Schedule A hereto has effected any transactions in the shares of Common Stock during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, other than the transactions described herein.

(d) Not applicable.

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

Item 7. Material to Be Filed as Exhibits

Exhibit 13. Letter, dated as of December 13, 2005, from Whitebox Hedged High Yield Partners, LP.

Exhibit 14. Letter dated as of December 13, 2005, from Ontario Teachers' Pension Plan Board.

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.

ONTARIO TEACHERS' PENSION PLAN
BOARD, an Ontario, Canada corporation

January 4, 2006

Date

/s/ Claude Lamoureux

Signature

Claude Lamoureux
President and Chief Executive Officer

Name/Title

Directors, Executive Officers, and Controlling Persons of Ontario Teachers' Pension Plan Board ("OTPPB"), each of whom is a citizen of Canada.

SCHEDULE A

Name	Residence or Business Address	Occupation or Employment
Robin Korthals (Chairperson)	Royal Trust Tower Toronto Dominion Centre 77 King Street West, Suite 4545 Toronto, ON M5K 1K2	Chair, OTPPB
J. Douglas Grant (Director)	257 Rosedale Heights Drive Toronto, ON M4T 1C7	Chairperson, Sceptre Investment Counsel Limited
Helen Kearns (Director)	71 Hudson Drive Toronto, ON M4T 2K2	President and CEO, Kearns Capital Ltd.
Guy Matte (Director)	7083 Notre-Dame Orleans, ON K1C 1J1	Former Executive Director of the association des enseignants et des enseignants franco-ontariens
Eileen Mercier (Director)	Finvoy Management Inc. 77 Strathallan Blvd. Toronto, ON M5N 1S8	President
Thomas O' Neill (Director)	33 Geraldine Court Don Mills, ON M3A 1N2	Former Chairperson, PwC Consulting
Raymond Koskie (Director)	161 Beechwood Ave. Toronto, ON M2L 1J9	Founding Partner, Koskie Minsky LLP
Carol Stephenson (Director)	University of Western Ontario 1151 Richmond St. N. London, ON N6A 3K7	Dean, Richard Ivey School of Business
Roger Barton	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, General Counsel & Secretary of OTPPB
Robert Bertram	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Executive Vice-President, Investments of OTPPB
John Brennan	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Human Resources & Public Affairs of OTPPB
Russ Bruch	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President Investment Operations & Chief Information Officer of OTPPB
Zev Frishman	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Structured Portfolios & External Managers
Brian Gibson	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Senior Vice-President, Public Equities of OTPPB
Dan Houle	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Business Solutions Investment I&T of OTPPB
Wayne Kozun	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Tactical Asset Allocation, of OTPPB
Claude Lamoureux	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	President and Chief Executive Officer of OTPPB

Jim Leech	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Senior Vice-President, Teachers' Private Capital of OTPPB
Ron Lepin	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President Infrastructure of OTPPB
Peter Maher	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President Audit Services of OTPPB
Rosemarie McClean	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Senior Vice-President Member Services of OTPPB
David McGraw	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President and Chief Financial Officer of OTPPB
Dean Metcalf	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Teachers' Private Capital of OTPPB
Ron Mock	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President Alternative Investments of OTPPB
Phil Nichols	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President IT Member Services of OTPPB
Neil Petroff	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Senior Vice-President Tactical Asset Allocation & Alternative Investments
Sean Rogister	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Senior Vice-President Fixed Income of OTPPB
Lee Sienna	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Teachers' Private Capital of OTPPB
Rosemary Zigrossi	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President Venture Capital of OTPPB
Barb Zvan	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President Asset Mix & Risk of OTPPB

Representation and Release Letter

December 13, 2005

To: Ontario Teachers' Plan Board

From: Whitebox Hedged High Yield Partners, LP

Subject: Samsonite

In connection with, and consideration of, the sale of an aggregate of one thousand six hundred twenty-seven (1,627) shares of preferred stock, par value \$.01 per share (the "Securities"), of Samsonite Corporation (the "Company") by Whitebox Hedged High Yield Partners, LP ("Seller") to Ontario Teachers' Plan Board ("Purchaser"), such sale and purchase to be completed on or around December 28, 2005, Seller hereby represents, warrants and covenants to Purchaser as follows:

1. Seller knows that: (a) Purchaser is the holder of a substantial percentage of the issued and outstanding shares of common and preferred stock of the Company; (b) affiliates of the Purchaser currently serve as members of the board of directors of the Company; and (c) Purchaser has access to and may possess material non-public information regarding the Securities and the business, assets, liabilities, results of operation, financial condition, prospects, and other aspects of the Company, its subsidiaries and/or its affiliates ("Non-Public information"). Seller recognizes that, as a result, Purchaser believes that it possesses Non-Public Information that Purchaser has not disclosed to Seller and that may not be known to Seller, including, without limitation, information regarding potential acquisitions and sales of assets by the Company and/or its subsidiaries and debt and equity financing activities of the Company and/or its subsidiaries. Such information, if known to Seller, might affect the price at which Seller would be willing to sell the Securities.

2. Notwithstanding the fact that Seller is aware that the Non-Public Information exists and is known to Purchaser and that Purchaser has not disclosed such Non-Public Information to Seller, Seller is willing to sell the Securities to Purchaser at the price negotiated and agreed to between them. In making its decision to sell the Securities to Purchaser at such price, Seller hereby acknowledges that it has not relied in any way upon any act, statement or omission of Purchaser with respect to the Company, any of its subsidiaries, any of its affiliates or the Securities and hereby affirms that Purchaser has no obligation to disclose any Non-Public Information to Seller and does not have any fiduciary duty of any kind to Seller. Seller has determined to sell the Securities to Purchaser notwithstanding its lack of knowledge of the Non-Public Information and notwithstanding that such Non-Public information, if known to Seller, might affect the price at which Seller would be willing to sell the Securities. Seller has

conducted its own investigation, to the extent that it has determined it necessary or desirable to do so regarding the Company, and Seller has determined to enter into and complete the sale of the Securities based on, among other things, such investigation. Seller further affirms that it is experienced, sophisticated and knowledgeable in trading in securities of private and public companies and understands the disadvantage to which it is subject on account of the disparity of information between Purchaser and Seller. Seller acknowledges and agrees that:

(i) Purchaser has no duty (fiduciary or otherwise) to disclose to Seller any information, including without limitation any Non-Public Information; and (ii) Seller has not requested and will not request from Purchaser any of the Non-Public Information Purchaser may now have or of which Purchaser may later come into possession.

3. Seller, on its own behalf and on behalf of its successors and/or assigns, hereby forever waives, releases, discharges and dismisses any and all claims, rights, causes of action, suits, obligations, debts, demands, liabilities, controversies, costs, expenses, fees, and/or damages of any kind (including, without limitation, any and all claims alleging violations of federal or state securities laws, common-law fraud or deceit, breach of fiduciary duty, negligence or otherwise), whether directly, derivatively, representatively or in any other capacity, against Purchaser, the Company, its subsidiaries or any of their respective affiliates (including, without limitation, any and all of its and their respective past, present and/or future directors, officers, shareholders, members, partners, employees, fiduciaries, advisors, and agents, and each of their respective successors and assigns), in any way based upon, arising from, relating to or involving, directly or indirectly, the sale of the Securities and the non-disclosure of the Non-Public Information by Purchaser to Seller in connection thereto. In connection with the foregoing release, Seller specifically waives any and all protections afforded by California Civil Code Section 1.542, which provides as follows:

A general release does not extend to claims which the creditor does not know or suspect to exist in his favor at the time of executing the release, which if known by him must have materially affected his settlement with the debtor.

Seller further hereby specifically waives any and all protections afforded by any state or federal statute or regulation that would, if enforced, have the effect of limiting the enforceability or effectiveness of the foregoing release or other foregoing provisions of this Representation and Release Letter.

4. Seller hereby represents that it acquired the Securities for its own account for investment purposes and that such Securities were not acquired with a view to (or in contemplation or anticipation of) a sale of such Securities to Purchaser.

5. Seller is the sole and beneficial owner of the Securities, free and clear of any lien, pledge or encumbrance of any kind, and is aware that Purchaser is relying upon the truth and completeness of this Representation and Release Letter in agreeing to purchase the Securities from Seller.

6. Seller requests that Purchaser acknowledges and accepts the terms set forth in this Representation and Release Letter by countersigning below.

Whitebox Hedged High Yield Partners, LP

Whitebox Hedged High Yield Advisors, LLC
Whitebox Advisors, LLC

By: /s/ Jonathan Wood

Name: Jonathan Wood

Title: Chief Financial Officer/Director

ACKNOWLEDGED AND ACCEPTED:

Ontario Teachers' Plan Board

By: /s/ Josef Prosperi

Name: Josef Prosperi

Title: Portfolio Manager

Ontario Teachers' Plan Board
5650 Yonge Street
Toronto, Ontario M2M 4H5

December 13, 2005

Imperial Capital, LLC
 150 South Rodeo Drive, Suite 100
 Beverly Hills, CA 90210

Paul, Hastings, Janofsky & Walker LLP
 515 South Flower Street, 25th Floor
 Los Angeles, CA 90071

Re: Purchase of 1,627 Shares of Preferred Stock of Samsonite Corporation:

Gentlemen:

In connection with our purchase of the above referenced securities (the "Securities") from Imperial Capital, LLC, we hereby represent and warrant as follows:

1. We understand that the Securities have not been registered under the Securities Act of 1933, as amended (the "Act"), and may not be sold except pursuant to an effective registration statement or pursuant to a duly available exemption from such registration requirements.
2. We are purchasing the Securities for our own account and not with a view to distribution in violation of the Act.
3. We are a "qualified institutional buyer" as such term is defined in Rule 144A promulgated under the Act, and have such knowledge and experience in financial and business matters as to be able to evaluate the merits and risks of the acquisition of the Securities, and, having had access to, or having been furnished with, all such information as we have considered necessary, have concluded that we are able to bear those risks.
4. The Securities were not offered to us by any form of general solicitation or general advertising.

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5. We acknowledge that if any transfer of the Securities is to be made in reliance on any exemption under the Act, the issuer of the Securities may require an opinion of counsel satisfactory to it that such transfer may be made pursuant to an exemption under the Act.
 6. In making any subsequent offering or sale of the Securities we will be acting only for ourselves and not as part of a sale or planned distribution which would be in violation of the Act.
 7. We acknowledge that, so long as appropriate, the transfer agent for the Securities will treat the Securities as restricted securities, and that any certificate representing the Securities will bear an appropriate restrictive legend thereon.

We hereby agree to cooperate with Imperial Capital, LLC in providing reasonably requested information to Paul, Hastings, Janofsky & Walker LLP so that they can render their legal opinion concerning the transaction. In rendering any legal opinion with respect to the Securities, Paul, Hastings, Janofsky & Walker LLP may rely on the representations contained in this letter.

Very truly yours,

Ontario Teachers' Pension Plan Board

By : /s/ Josef Prospero
Name: Josef Prospero
Title: Portfolio Manager
