

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: **1998-01-05**
SEC Accession No. **0000950149-98-000005**

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

SUBJECT COMPANY

DOUBLETREE CORP

CIK: **923472** | IRS No.: **860762415** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-44311** | Film No.: **98500984**
SIC: **7011** Hotels & motels

Mailing Address
410 NORTH 44TH STREET
SUITE 700
PHOENIX AZ 85008

Business Address
410 N 44TH ST
STE 700
PHOENIX AR 85008
6022206666

FILED BY

RED LION CALIFORNIA LTD PARTNERSHIP

CIK: **1007347** | IRS No.: **911282913** | State of Incorporation: **CA** | Fiscal Year End: **1231**
Type: **SC 13D/A**

Mailing Address
4001 MAIN ST
VANCOUVER WA 98663

Business Address
4001 MAIN ST
VANCOUVER WA 98663
3606960001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

Information to be Included in Statements Filed Pursuant to 13d-1(a)
and Amendments Thereto Filed Pursuant to 13d-2(a)

(AMENDMENT NO. 3)

Doubletree Corporation

(Name of issuer)

Common Stock, \$.01 Par Value

(Title of class of securities)

258624 10 5

(CUSIP number)

Red Lion, a California Limited
Partnership, and RLA-GP, Inc.
c/o Michael W. Michelson
Kohlberg Kravis Roberts & Co. L.P.
2800 Sand Hill Road, Suite 200
Menlo Park, California 94025
(650) 233-6560

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

COPY TO:

Tracy K. Edmonson, Esq.
Latham & Watkins
505 Montgomery Street, Suite 1900
San Francisco, California 94111
(415) 391-0600

December 19, 1997

(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
statement because of Rule 13d-1(b) (3) or (4), check the following box: []

SCHEDULE 13D

CUSIP No. 258624 10 5

PAGE 2 OF 6 PAGES

1 NAME OF REPORTING PERSON

RED LION, A CALIFORNIA LIMITED PARTNERSHIP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO (SEE ITEM 3)

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

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

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

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

0.0%

14 TYPE OF REPORTING PERSON*

PN

CUSIP No. 258624 10 5

PAGE 3 OF 6 PAGES

1 NAME OF REPORTING PERSON

RLA-GP, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO (SEE ITEM 3)

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

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

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

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

0.0%

14 TYPE OF REPORTING PERSON*

CO

This Amendment No. 3 to Schedule 13D is being filed on behalf of the undersigned Reporting Persons to amend the Schedule 13D dated November 18, 1996, as amended by Amendment No. 1 to Schedule 13D dated February 6, 1997 and by Amendment No. 2 to Schedule 13D dated September 1, 1997 (as amended, the "Schedule 13D"), relating to shares of common stock, par value \$0.01 per share (the "Doubletree Common Stock"), of Doubletree Corporation, a Delaware corporation ("Doubletree"). The principal executive offices of Doubletree are located at 410 North 44th Street, Suite 700, Phoenix, Arizona 85008. This Amendment No. 3 supplements and, to the extent inconsistent therewith, amends the information set forth in the Schedule 13D. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meaning set forth in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 5. Interests In Securities of the Issuer.

Items 4 and 5 to Schedule 13D are hereby amended, in pertinent part, as follows:

On December 19, 1997, Red Lion received 3,882,283 shares of common stock, par value \$0.01 per share ("Parent Common Stock"), of Parent Holding Corp., a Delaware corporation (the "Parent"), in exchange for its 3,882,283 shares of Doubletree Common Stock, pursuant to an Agreement and Plan of Merger dated as of September 1, 1997 (the "1997 Merger Agreement") by and among Doubletree, Promus Hotel Corporation, a Delaware corporation ("Promus"), and Parent, providing for, among other things, (i) the merger of a newly formed subsidiary of the Parent with and into Doubletree, and (ii) the merger of a second newly formed subsidiary of the Parent with and into Promus, whereby each of Doubletree and Promus became a wholly owned subsidiary of the Parent and the stockholders of Doubletree and Promus became stockholders of the Parent. Pursuant to the 1997 Merger Agreement, each issued and outstanding share of Doubletree Common Stock was converted into the right to receive one share of Parent Common Stock. As a result, all of the shares of Doubletree Common Stock previously owned by Red Lion were converted into shares of Parent Common Stock, and Red Lion no longer owns any shares of Doubletree Common Stock.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 Joint Filing Agreement dated as of November 18, 1996 by and between Red Lion, a California Limited Partnership, and RLA-GP, Inc., a Delaware corporation, which was filed as Exhibit 1 to Schedule 13D filed on November 18, 1996 and is incorporated herein by reference.

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 5, 1998

Red Lion, a California Limited Partnership

By: RLA-GP, Inc., its General Partner

By: /s/ Michael Michelson

Name: Michael Michelson
Title: Executive Vice President

RLA-GP Inc., a Delaware corporation

By: /s/ Michael Michelson

Name: Michael Michelson
Title: Executive Vice President

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EXHIBIT INDEX

<TABLE>
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<S>
Exhibit 1

<C>
Joint Filing Agreement dated as of November 18, 1996 by and between Red Lion, a California Limited Partnership, and RLA-GP, Inc., a Delaware corporation, which was filed as Exhibit 1 to Schedule 13D filed on November 18, 1996 and is incorporated herein by reference.

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Page Number

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