

INTER PARFUMS INC
Form SC 13D/A
December 07, 2004

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 13D/A
Under the Securities Exchange Act of 1934**

(Amendment No. 4)

INTER PARFUMS, INC.

(Name of Issuer)

**COMMON STOCK,
PAR VALUE \$0.001 PER SHARE**

(Title of Class of Securities)

472154301

(CUSIP Number)

**Bernard Kuhn
LVMH Moët Hennessy Louis Vuitton S.A.
22, avenue Montaigne
75008 Paris
France
Tel. (331) 44-13-23-61
Fax: (331) 45-61-18-74**

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

December 7, 2004

(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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box . o

CUSIP No. CUSIP No.
472154301

13D/A

Page 2 of 5 Pages

| | | |
|---|---|---|
| 1 | NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON LVMH Moët Hennessy Louis Vuitton S.A. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* <div style="text-align: right;">(a) <input type="radio"/> (b) <input checked="" type="radio"/></div> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS* WC | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <div style="text-align: right;">0</div> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION France | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 3,458,550 |
| | 8 | SHARED VOTING POWER |
| | 9 | SOLE DISPOSITIVE POWER 3,458,550 |
| | 10 | SHARED DISPOSITIVE POWER |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,458,550 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <div style="text-align: right;">0</div> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 17.88% | |
| 14 | TYPE OF REPORTING PERSON* CO | |

*SEE INSTRUCTIONS BEFORE FILLING OUT!

LVMH Moët Hennessy Louis Vuitton S.A., a French *société anonyme* (["LVMH"]), hereby amends and supplements the Report on Schedule 13D, originally filed by it on August 4, 1999 (as amended by Amendment No. 1 thereto filed on September 28, 1999, Amendment No. 2 thereto filed on October 22, 1999, and Amendment No. 3 thereto filed on November 24, 1999, the ["Schedule 13D"]), with respect to the purchase of shares of Common Stock, par value \$0.001 per share (the ["Common Shares"]), of Inter Parfums, Inc. (formerly known as Jean Philippe Fragrances, Inc.), a Delaware corporation (the ["Issuer"]). Unless otherwise indicated, each capitalized terms used but not defined herein shall have the meaning assigned to such term in the Schedule 13D.

This Amendment No. 4 to the Schedule 13D is filed in accordance with Rule 13d-2 of the Securities Exchange Act of 1934, as amended, by LVMH. It shall refer only to the information that has materially changed since the filing of the Schedule 13D.

Item 2. Identity and Background.

Item 2 of the schedule 13D is amended by restating the contents thereof in their entirety as follows:

["The person filing this statement is LVMH Moët Hennessy Louis Vuitton S.A., a French *société anonyme* (["LVMH"]), whose principal business office is located at 22, avenue Montaigne, 75008 Paris, France. The business of LVMH is the ownership of interests in companies in the luxury products and wines and spirits sectors. The names, addresses, occupations and citizenship of the executive officers and directors of LVMH are set forth on Annex A hereto.

LVMH holds the Common Shares through LV Capital USA, Inc., a Delaware corporation (["LV Capital"]), whose principal business office is located at 19 East 57th Street, New York NY 10022. The business of LV Capital is the ownership of interests in, or the ownership of interests in funds that invest in, companies principally active in the distribution of luxury goods and other products. LV Capital is a wholly-owned subsidiary of LVMH Moët Hennessy Louis Vuitton Inc., a Delaware corporation (["LVMH Inc."]) whose principal business office is located at 19 East 57th Street, New York NY 10022. The business of LVMH Inc. is the ownership of interests in companies principally active in the luxury goods business and the distribution of luxury products in the United States. LVMH Inc. is a majority-owned subsidiary of Sofidiv S.A., a French *société par actions simplifiée* (["Sofidiv"]), whose principal business office is located at 65, avenue Edouard Vaillant, 92100 Boulogne Billancourt, France. LVMH Inc. is also partly owned by Louis Vuitton Malletier S.A. (["Louis Vuitton Malletier"]), whose principal business office is located at 2 rue du Pont Neuf 75001 Paris, France. LVMH owns 99.99% of Sofidiv. LVMH also owns 99.99% of Louis Vuitton Malletier through LVMH Fashion Group S.A. (["LVMH Fashion Group"]). The business of Louis Vuitton Malletier is the manufacture and sale of luxury luggage, leather goods and other accessories. The business of Sofidiv is the ownership of interests in companies active in, or owning interests in companies active in, the luxury goods business, particularly outside of France. The names, addresses, occupations and citizenship of the executive officers and directors of each of LVMH, LV Capital, LVMH Inc., Sofidiv, Louis Vuitton Malletier and LVMH Fashion Group are set forth on Annex A hereto.

Financière Jean Goujon S.A. (["FJG"]), a French *société anonyme* whose principal office and business is located at 11, rue François Ier, 75008 Paris, France, owns approximately 42.42% of LVMH's share capital, representing approximately 59.52% of the voting rights of LVMH and may be deemed to control LVMH. The principal business of FJG is the ownership of interests in companies active in the luxury products and wine and spirits sectors. FJG is a wholly-owned subsidiary of Christian Dior S.A., a French *société anonyme* (["Christian Dior"]) whose principal office and business is located at 30, avenue Montaigne, 75008 Paris, France. Christian Dior's principal business is the ownership of interests in companies active in, or owning interests in companies active in, the luxury products and wine and spirits sectors. Christian Dior is indirectly controlled by Financière Agache, a French *société anonyme* (["Financière Agache"]) whose principal office and business is located at 11, rue François Ier, 75008 Paris, France. Financière Agache's principal business is the ownership of interests in companies active in, or owning interests in companies active in, the retailing business and

the luxury products and wine and spirits sectors. Financière Agache is itself indirectly controlled by Mr. Bernard Arnault (together with certain members of his family). Bernard Arnault is Chairman of the Board of Directors and Chief Executive Officer of LVMH and is the Chairman of Christian Dior. The names, addresses, occupations and citizenship of the executive officers and directors of each of FJG, Christian Dior and Financière Agache are set forth on Annex A hereto.

Neither LVMH, nor to the best of its knowledge, any of LV Capital, LVMH Inc., Sofidiv, FJG, Christian Dior or Financière Agache, or any of LVMH's, LV Capital's, LVMH Inc.'s, Louis Vuitton Malletier's, LVMH Fashion Group's, Sofidiv's, FJG's, Christian Dior's or Financière Agache's respective executive officers and directors listed on Annex A hereto has, during the past five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or 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.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is amended by restating the first paragraph thereof to read as follows:

LVMH is the beneficial owner, through LV Capital, of 17.88% of the Issuer's Common Shares. LVMH has decided, in accordance with its overall investment strategy, over time and as appropriate market opportunities present themselves, to sell a portion of the Issuer's Common Shares by selling, pledging or otherwise disposing of, directly or indirectly, Common Shares in the open market and/or in negotiated transactions and/or by entering into one or more transactions which would have the same effect, in each case from time to time as permitted under applicable U.S. securities laws and regulations. LVMH will continue to review its investment position in the Issuer periodically and, depending on such review, market conditions and share prices, the Issuer's business, prospects and future developments and applicable legal requirements, LVMH may decide to change its investment plans regarding the Common Shares at any time. LVMH does not at this time intend to change its contractual or business relationship with the Issuer.

Item 4 of the Schedule 13D is further amended by restating the second sentence of the sixth paragraph thereof to read as follows:

□The Stock Purchase Agreement and the Shareholders Agreement are attached as Exhibits 3 and 4, respectively, to this Schedule 13D.□

Item 4 of the Schedule 13D is further amended by deleting the seventh paragraph thereof in its entirety.

Item 5. Interest in Securities of the Issuer.

(i) Item 5 of the Schedule 13D is amended by restating the first sentence of paragraphs (a) - (b) thereof to read as follows:

LVMH owns, through LV Capital, an aggregate of 3,458,550 Common Shares representing 17.88% of the outstanding Common Shares (based upon 19,346,000 Common Shares which the Issuer has informed LV Capital are outstanding as of December 6, 2004). LVMH controls LV Capital, and has the power to vote, direct the vote, dispose and direct the disposition of the Common Shares.

(ii) Item 5 of the Schedule 13D is further amended by inserting the following language at the end of paragraph (c) thereof:

Between December 29, 2003 and January 6, 2004, LV Capital on behalf of LVMH sold 190,000 Common Shares in broker transactions at an average price of approximately \$23.17 per Common Share. On December 3, 2004, LV Capital on behalf of LVMH sold 5,000 Common Shares in broker transactions at a price of \$16.50 per Common Share.

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

Item 6 of the Schedule 13D is amended and restated in its entirety as follows:

Except for the Stock Purchase Agreement, the sales agreements and the Shareholders Agreement described in Item 4 above or as otherwise set forth in this statement, neither LVMH nor, to the best knowledge of LVMH, any of the persons named in response to Item 2 or listed on Annex A, has any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to any securities of the Issuer.

Annex A. Executive Officers and Directors.

Annex A of this schedule 13D is amended by restating the contents thereof in their entirety as follows:

ANNEX A

EXECUTIVE OFFICERS AND DIRECTORS

The names of the members of the boards of directors and Executive Officers of LVMH, LV Capital, Sofidiv Inc., LVMH Inc., Sofidiv, LVMH Fashion Group, Louis Vuitton Malletier, FJG, Christian Dior and Financiere Agache and their present principal occupations are set forth below. Unless otherwise indicated, each individual is a citizen of the French Republic and the business address of each person is the address of the respective company with which such person is associated.

1. LVMH MOET HENNESSY LOUIS VUITTON S.A.
22, avenue Montaigne
75008 Paris, France

| Name and Position Held | Principal Occupations |
|---|---|
| Bernard Arnault Director; Chairman and CEO Executive committee member | Chairman and CEO of LVMH Chairman of Christian Dior SA |
| Antoine Bernheim Director; vice-chairman | Partner of Lazard LLC, USA Chairman of the Board of Generali, Italy |
| Delphine Arnault Director | Director of Loewe, Spain Member of Executive committee Christian Dior Couture |

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| Name and Position Held | Principal Occupations |
|---|---|
| Jean Arnault Director | Managing Director of Groupe Arnault; Deputy Managing Director of Montaigne Participation et Gestion |
| Nicolas Bazire Director Executive committee member | Managing Director of Groupe Arnault |
| Antonio Belloni Director Executive committee member Italian citizen | Group Managing Director of LVMH |
| Nicholas Clive-Worms Director | Chairman of the supervisory board of Worms & Cie, France |
| Diego della Valle Director Italian citizen | Chairman and CEO of Tod's SpA, Italy |
| Michel François-Poncet Director | Vice-Chairman of the board of directors of BNP- Paribas, France |
| Albert Frere Director Belgian citizen | Chairman of the board of directors of Frère- Bourgeois, Belgium |
| Jacques Friedmann Director | Chairman of the guidance council of Quai Branly Museum, Paris |
| Pierre Godé Director Executive committee member | Advisor to the Chairman and CEO of LVMH |
| Gilles Hennessy Director | Executive Vice President Moët Hennessy, France |
| Arnaud Lagardère Director | CEO of Lagardère SCA, France |
| Sir Charles Powell of Bayswater Director UK Citizen | Chairman of the board of Directors of Sagitta Asset Management, Great Britain |
| Felix G. Rohatyn Director US citizen | President of LVMH Inc., USA Vice-Chairman of Carnegie Hall, USA |
| Edward Brennan Executive committee member Travel retail US Citizen | CEO of DFS, USA |
| Yves Carcelle | Chairman and CEO of Louis Vuitton Malletier, |

| | |
|----------------------------|--------|
| Executive committee member | France |
|----------------------------|--------|

| Name and Position Held | Principal Occupations |
|--|---|
| Fashion and leather goods | |
| Jean-Jacques Guiony Executive committee member Finance | CFO of LVMH |
| Patrick Houël Director, Executive committee member Finance | Advisor to the Chairman and CEO of LVMH |
| Concetta Lanciaux Executive committee member Synergies | Advisor to the Chairman and CEO of LVMH, Synergies; President LVMH-Italy. |
| Pierre Letzelter Executive committee member Sephora | Chairman of Sephora |
| Christophe Navarre Executive committee member Wines & Spirits | Chairman and CEO of Moët Hennessy |
| Philippe Pascal Executive committee member Watches & Jewellery | CEO of Watches & Jewellery division |
| Daniel Piette Executive committee member LV Capital | President of L Capital Management |
| Bernard Rolley Executive committee member Operations | Vice-President Operations |

2. LV Capital USA, Inc.

| Name and Position Held | Principal Occupations |
|------------------------|--------------------------------------|
| Daniel Piette | Director and Chairman |
| Jean Cailliau | Director and Chief Executive Officer |
| Bruce G. Ingram | Senior Vice President |

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| | |
|--------------------|-----------------------|
| Michael T. Folkman | Vice President, Taxes |
| Louise Firestone | Secretary |

Page 7 of 11

3. LVMH MOET HENNESSY LOUIS VUITTON INC.

| Name and Position Held | Principal Occupations |
|------------------------|-------------------------------------|
| Pierre Godé | Director |
| Patrick Houël | Director |
| James Lieber | Director |
| Bernard Rolley | Director |
| Antonio Belloni | Chief Executive Officer |
| Felix Rohatyn | President |
| Bruce G. Ingram | Executive Vice President |
| Louise Firestone | Senior Vice President and Secretary |
| Patrice Pfistner | Senior Vice President and CFO |
| Claire Aceste | Vice President and Treasurer |
| Deirdre Beckett | Vice President, Legal |
| Pascal Carpentier | Vice President, Comp. and Benefits |
| Michael T. Folkman | Vice President, Taxes |
| Eyde Steinberg | Vice President, Exec. Recruitment |

4. SOFIDIV SAS
65, avenue Edouard Vaillant 92100 Boulogne Billancourt, France

| Name and Position Held | Principal Occupations |
|---------------------------|---|
| Patrick Houël Chairman | Advisor to the Chairman and CEO of LVMH |

5. LVMH Fashion Group
22, avenue Montaigne 75008 Paris

| Name and Position Held | Principal Occupations |
|--|-------------------------------------|
| Nicolas Bazire President of the Supervisory Board | Managing Director of Groupe Arnault |
| Patrick Houël Vice-President of the Supervisory Board | CFO of LVMH |
| | |

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|--|--|
| Jacques Friedmann Member of the Supervisory Board | Chairman of the guidance council of Quai Branly Museum, Paris Chairman of the board of Directors of Association de la Galerie du Jeu de Paume, France |
| LVMH Moët Hennessy Louis Vuitton Member of the Supervisory Board Represented by Bernard Kuhn | |
| Yves Carcelle President of Managing Board | Chairman and CEO of Louis Vuitton Malletier, France |
| Pierre Godé General Manager Member of the Managing Board | Advisor to the Chairman and CEO of LVMH |
| Bertrand Stalla-Bourdillon Member of the Managing Board | Vice President, Finance of Louis Vuitton Malletier |

Page 8 of 11

| Name and Position Held | Principal Occupations |
|--|--|
| Jean Paul Vivier Member of the Managing Board | Executive Vice President of LVMH Fashion Group |

6. Louis Vuitton Malletier
2, rue du Pont Neuf 75001 Paris

| Name and Position Held | Principal Occupations |
|--|--|
| Yves Carcelle Chairman and CEO | Chairman and CEO of Louis Vuitton Malletier |
| Serge Brunschwig Director | Vice President of Louis Vuitton Malletier |
| LVMH Moët Hennessy Louis Vuitton Director Represented by Patrick Houël | |
| Bernard Rolley Director | Vice President Operations of LVMH |
| Bertrand Stalla-Bourdillon Director | Vice President, Finance of Louis Vuitton Malletier |
| Jean-Paul Vivier | Executive Vice President of LVMH Fashion Group |

7. FINANCIERE JEAN GOUJON SAS
11, rue Francois 1er
75008 Paris, France

| Name and Position Held | Principal Occupations |
|-------------------------|---|
| Pierre Godé Chairman | Advisor to the Chairman and CEO of LVMH |

8. CHRISTIAN DIOR S.A.
30, avenue Montaigne
75008 Paris, France

| Name and Position Held | Principal Occupations |
|--|--|
| Bernard Arnault Director; Chairman | Chairman and CEO of LVMH |
| Eric Guerlain Director; Vice-Chairman | |
| Antoine Bernheim Director | Partner of Lazard LLC, USA; Chairman of the Board of Generali Italy |
| Denis Dalibot Director | CFO of Christian Dior |

Page 9 of 11

| Name and Position Held | Principal Occupations |
|--|--|
| Christian de Labriffe Director | Partner of Rothschild & Cie, France |
| Pierre Godé Director | Advisor to the Chairman and CEO of LVMH |
| Raymond Wibaux Director | Chairman of Financière Joire Pajot Martin |
| Sidney Toledano Chief Executive Officer | Chairman and CEO of Christian Dior Couture |

9. FINANCIERE AGACHE
11, rue Francois 1er
75008 Paris, France

| Name and Position held | Principal Occupations |
|--|--|
| Pierre Godé Director; Chairman and CEO | Advisor to the Chairman and CEO of LVMH |
| Denis Dalibot Director | CFO of Christian Dior |
| Jean Arnault Director | Chairman and CEO of Omnium Lyonnais d'Etude, France |
| Sir Charles Powell of Bayswater Director | Chairman of the Board of Directors of Sagitta Asset Management, Great Britain |
| Montaigne Finance Director Represented by Pierre de Andrea | |
| Montaigne Participations et Gestion Director | |

Represented by Bernard Arnault

Page 10 of 11

SIGNATURES

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.

December 7, 2004

(Date)

/s/ Bernard Kuhn

(Signature)

Bernard Kuhn, General Counsel

(Name/Title)

Page 11 of 11
