

ESTEE LAUDER COMPANIES INC
Form SC 13G/A
February 13, 2013

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

SCHEDULE
13G

Under the
Securities
Exchange
Act of 1934
(Amendment
No. 15)*

The Estée
Lauder
Companies
Inc.
(Name of
Issuer)

Class A
Common
Stock, par
value \$0.01
per share
(Title of
Class of
Securities)

518439 10 4
(CUSIP
Number)

December
31, 2012
(Date of
Event Which
Requires
Filing of this
Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

*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).

CUSIP No. 518439 10 4

SCHEDULE 13G

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1 NAMES OF REPORTING PERSONS

Joel S. Ehrenkranz

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP * (SEE
INSTRUCTIONS)

(a) ..

(b) T

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America

5 SOLE VOTING POWER 0 (see Item 4)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6 SHARED VOTING POWER 90,659,684
(see Item 4)

7 SOLE DISPOSITIVE POWER 0 (see Item 4)

8 SHARED DISPOSITIVE POWER 90,659,684
(see Item 4)9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 90,659,684
(see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 27.7%
(see Item 4)12 TYPE OF REPORTING PERSON IN
(SEE INSTRUCTIONS)

Item 1(a). Name of Issuer:

The Estée Lauder Companies Inc. (the "Issuer")

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

767 Fifth Avenue
New York, NY 10153

Item 2 (a) Name of Person Filing:

Joel S. Ehrenkranz (the "Reporting Person")

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

375 Park Avenue
New York, NY 10152

Item 2 (c) Citizenship:

United States of America

Item 2 (d) Title of Class of Securities:

Class A Common Stock, par value \$0.01 per share

Item 2 (e) CUSIP Number:

518439 10 4

Item 3. Not applicable

Item 4. Ownership

(a) As of December 31, 2012, the Reporting Person beneficially owned 90,659,684 shares of Class A Common Stock as follows: 90,659,684 shares of Class B Common Stock, par value \$.01 per share, of the Issuer ("Class B Common Stock"), owned indirectly as co-trustee of each of the Evelyn H. Lauder 2012 Marital Trust One ("EHL Trust One") and the Evelyn H. Lauder 2012 Marital Trust Two ("EHL Trust Two"), and as a director of LAL Family Corporation ("LALFC") (Together, EHL Trust One and EHL Trust Two are the majority stockholders of LALFC, which is the sole general partner of LAL Family Partners L.P. ("LALFP"), which owned the shares directly). The Reporting Person disclaims beneficial ownership of all such shares.

(b) Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock and is automatically converted into one share of Class A Common Stock upon transfer to a person who is not a Permitted Transferee, as that term is defined in the Issuer's Restated Certificate of Incorporation. Assuming conversion of all such shares of Class B Common Stock beneficially owned by the Reporting Person, the Reporting Person would beneficially own 90,659,684 shares of Class A Common Stock, which would constitute approximately 27.7% of the number of shares of Class A Common Stock outstanding (based on the number of shares of Class A Common Stock outstanding as of January 30, 2013, as set forth in the Issuer's Form 10-Q filed on February 6, 2013).

Each share of Class A Common Stock entitles the holder to one vote on each matter submitted to a vote of the Issuer's stockholders and each share of Class B Common Stock entitles the holder to ten votes on each such matter, including the election of directors of the Issuer. Assuming no conversion of any of the outstanding shares of Class B Common Stock, the 90,659,684 shares of Class B Common Stock for which the Reporting Person has voting power constitute approximately 52.3% of the aggregate voting power of the Issuer (based on the number of shares of Class A Common Stock and Class B Common Stock outstanding as of January 30, 2013, as set forth in the Issuer's Form 10-Q filed on February 6, 2013).

(c) The responses of the Reporting Person to Rows (5) through (8) of the cover pages of this Schedule 13G are incorporated herein by reference. The Reporting Person shares voting and dispositive power with George W. Schiele ("GWS"), as co-trustees of each of EHL Trust One and EHL Trust Two, and as directors of LALFC, with respect to the 90,659,684 shares of Class B Common Stock directly owned by LALFP.

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person

The beneficiaries of EHL Trust One (i.e., William P. Lauder, Gary M. Lauder and their descendants), the beneficiaries of EHL Trust Two (i.e., Leonard A. Lauder and his descendants), the stockholders of LALFC (i.e., EHL Trust One, EHL Trust Two, William P. Lauder, and Gary M. Lauder), and the partners of LALFP (including EHL Trust Two, William P. Lauder, and Gary M. Lauder) do not have the right to, but may receive (at the discretion of GWS and the Reporting Person), dividends from, or the proceeds from the sale of, the shares of Class A Common Stock and Class B Common Stock owned by LALFP.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

LALFP is a party to a Stockholders' Agreement (the "Stockholders' Agreement"), dated November 22, 1995, as amended, among the parties listed on Exhibit A attached hereto. The stockholders who are parties to the Stockholders' Agreement have agreed to vote in favor of the election of Leonard A. Lauder (or one of his sons) and Ronald S. Lauder (or one of his daughters) and one designee of each as directors of the Issuer. The Stockholders' Agreement also contains certain limitations on the transfer of shares of Class A Common Stock. Each stockholder who is a party to the Stockholders' Agreement has agreed to grant to the other parties a right of first offer to purchase shares of Class A Common Stock of the stockholder in the event the stockholder intends to sell to a person (or group of persons) who is not a Lauder Family Member, as defined therein, except in certain circumstances, such as sales in a widely distributed underwritten public offering or sales made in compliance with Rule 144.

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certifications

Not Applicable

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 13, 2013

/s/ Joel S. Ehrenkranz
Joel S. Ehrenkranz

EXHIBIT INDEX

Exhibit No.

A List of Parties to the Stockholders' Agreement