

SOTHEBYS  
Form SC 13D/A  
June 08, 2015

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 11)\***

**SOTHEBY S**  
**(Name of Issuer)**  
**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**835898107**  
**(CUSIP Number)**

**Richard T. McGuire III**  
**Marcato Capital Management LP**  
**One Montgomery Street, Suite 3250**  
**San Francisco, CA 94104**  
**(415) 796-6350**

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

***COPIES TO:***

**Jeffrey L. Kochian, Esq.**

**Akin Gump Strauss Hauer & Feld LLP**

**One Bryant Park**

**New York, NY 10036**

**(212) 872-1000**

**June 5, 2015**

**(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 Rule §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. 835898107

1 Names of reporting persons

MARCATO CAPITAL MANAGEMENT LP

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)

AF

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

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

6,571,806

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

6,571,806

11 Aggregate amount beneficially owned by each reporting person

6,571,806

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

9.46%

14 Type of reporting person (see instructions)

IA

CUSIP No. 835898107

1 Names of reporting persons

RICHARD T. MCGUIRE III

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)

AF

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or place of organization

UNITED STATES OF AMERICA

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

6,571,806

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

6,571,806

11 Aggregate amount beneficially owned by each reporting person

6,571,806

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

9.46%

14 Type of reporting person (see instructions)

IN

CUSIP No. 835898107

1 Names of reporting persons

MARCATO, L.P.

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)

WC

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

Number of

shares 0

beneficially 8 Shared voting power

owned by

each 1,532,742  
9 Sole dispositive power

reporting

person 0

with 10 Shared dispositive power

1,532,742

11 Aggregate amount beneficially owned by each reporting person

1,532,742

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

2.21%

14 Type of reporting person (see instructions)

PN



CUSIP No. 835898107

1 Names of reporting persons

MARCATO II, L.P.

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)

WC

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

Number of

shares

0

beneficially 8 Shared voting power

owned by

each

103,867

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

103,867

11 Aggregate amount beneficially owned by each reporting person

103,867

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

0.15%

14 Type of reporting person (see instructions)

PN

CUSIP No. 835898107

1 Names of reporting persons

MARCATO INTERNATIONAL MASTER FUND, LTD.

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)

WC

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or place of organization

CAYMAN ISLANDS

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

4,935,197

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

4,935,197

11 Aggregate amount beneficially owned by each reporting person

4,935,197

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

7.10%

14 Type of reporting person (see instructions)

OO

CUSIP No. 835898107

### **SCHEDULE 13D**

This Amendment No. 11 supplements the information set forth in the Schedule 13D filed by the Reporting Persons with the United States Securities and Exchange Commission (the "SEC") on July 30, 2013, as amended from time to time (the "Schedule 13D"), relating to Common Stock, par value \$0.01 per share (the "Shares"), of Sotheby's, a Delaware corporation (the "Issuer"). All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D.

The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant. The Schedule 13D is hereby supplementally amended as follows:

#### **Item 4. Purpose of Transaction.**

As previously disclosed, on May 29, 2015, Marcato filed a Notice of Challenge to Confidential Treatment with the Delaware Chancery Court (the "Second Notice"), challenging the confidential treatment of certain documents from prior legal proceedings involving the Issuer that are filed under seal with the court and are not available in the public court file. The legal proceedings, captioned *Third Point LLC v. Ruprecht* (Case No. 9469-VCP), involved a dispute between a large shareholder of the Issuer and members of its Board of Directors. The resolution of that dispute was announced on May 5, 2014, but completely unredacted versions of certain court filings remain unavailable to the public.

On June 1, 2015, the Issuer provided the documents in question to counsel to Marcato with portions of 27 pages therein redacted (the "Redacted Pages").

On June 5, 2015, Marcato and the Issuer reached an agreement (the "Agreement") pursuant to which Marcato agreed to promptly withdraw the Second Notice, without prejudice, and the Issuer agreed to provide Marcato with an opportunity to view the Redacted Pages in a confidential manner. Pursuant to the Agreement, Marcato may inform the Issuer of any redacted portions within the Redacted Pages to which Marcato continues to seek unrestricted access. To the extent that the Issuer and Marcato cannot agree on the treatment of redacted portions (or upon any material breach by the Issuer of the Agreement), Marcato may refile the Second Notice or file a different Notice of Challenge to Confidential Treatment regarding the information.

## SIGNATURES

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

Date: June 8, 2015

MARCATO CAPITAL MANAGEMENT LP

By: Marcato Holdings LLC

By: /s/ Richard T. McGuire III  
Richard T. McGuire III  
Authorized Person

Date: June 8, 2015

RICHARD T. MCGUIRE III

By: /s/ Richard T. McGuire III

Date: June 8, 2015

MARCATO, L.P.

By: MCM General Partner LLC, its General Partner

By: /s/ Richard T. McGuire III  
Richard T. McGuire III  
Authorized Person

Date: June 8, 2015

MARCATO II, L.P.

By: MCM General Partner LLC, its General Partner

By: /s/ Richard T. McGuire III  
Richard T. McGuire III  
Authorized Person

Date: June 8, 2015

MARCATO INTERNATIONAL MASTER FUND, LTD.

By: /s/ Richard T. McGuire III  
Richard T. McGuire III  
Director