NEIMAN MARCUS GROUP INC Form SC 13D/A March 25, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

\_\_\_\_\_

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 14)(1)

The Neiman Marcus Group, Inc.

-----

(Name of Issuer)

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

\_\_\_\_\_

(Title of Class of Securities)

640204 20 2 640204 30 1

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(CUSIP Number)

Henry Horbaczewski
Reed Elsevier Inc. & Harcourt General, Inc.
125 Park Avenue, 23rd Floor
New York, New York 10017
(212) 309-5498

\_\_\_\_\_\_

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

March 21, 2002

\_\_\_\_\_\_

(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 Sections 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 Section 240.13d-7 for other parties to whom copies are to be sent.

(1) 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).

CUSIE	No.		04 20 04 30			13D			Page	2	of 16	Pages
1				ING PERS		ABOVE P	ERSONS (ENT	ITIES O	NLY)			
				ONAL P.L ication		/A						
2	CHECI	K THE	APPRO	OPRIATE :	BOX IF	A MEMBER	OF A GROUP	(See In		cti (a) (b)	ons) [_] [_]	
3	SEC I	USE O	NLY									
4	SOUR	CE OF	FUND	S (See I	nstruct	ions)						
	N/A											
5				ISCLOSUR EMS 2(d)			EEDINGS IS	REQUIRE	)		[_]	
6	CITI	ZENSH	IP OR	PLACE O	F ORGAN	IZATION						
	Engla	and										
			7	SOLE VO	TING PO	WER						
	MBER (	OF		Class A Class B			0					
BENEE	FICIA	LLY	8	SHARED '	VOTING	POWER						
MO	NED B	Y		Class A Class B		Stock: Stock:	3,954,204 0					
E	EACH		9	SOLE DI	SPOSITI	VE POWER						
REE	PORTII	NG		Class A Class B		Stock:	0					
PE	ERSON		10	SHARED 1	DISPOSI	TIVE POW	ER					
V	VITH						3,954,204 0					

11	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		Common Stock: 3,954,204 Common Stock: 0	
12	CHECK BOX	IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAI	N SHARES
	(See Insti	ructions)	[_]
13	PERCENT OF	F CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		Common Stock: 14.2% Common Stock: 0%	
14	TYPE OF RE	EPORTING PERSON	
	CO		
CUSI	IP No. 64020 64020	04 20 2 13D Page 04 30 1	3 of 16 Pages
1		EPORTING PERSONS ENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	ELSEVIER N	NV entification No N/A	
2	CHECK THE		tions) a) [_] b) [_]
3	SEC USE ON	NLY	
4	SOURCE OF	FINDS (See Instructions)	
4	N/A	FUNDS (See Instructions)	
5	CHECK BOX	IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TO ITEMS 2(d) OR 2(e)	[_]
6	CITIZENSH	IP OR PLACE OF ORGANIZATION	
	The Nether	rlands	
		7 SOLE VOTING POWER	
	JMBER OF	Class A Common Stock: 0 Class B Common Stock: 0	
	SHARES	8 SHARED VOTING POWER	
BENEFICIALLY		Class A Common Stock. 3 954 204	

OW	NED BY		Class B	Common	Stock:	0	
	EACH	9	SOLE DI	SPOSITI	VE POWER		
P	PORTING ERSON	10	Class B	Common	Stock: Stock: TIVE POW	0	
	WITH				Stock: Stock:	3,954,204 0	
11	AGGREGATE	AMOU	NT BENEF	ICIALLY	OWNED B	Y EACH REPOR	TING PERSON
	Class A C Class B C				204		
12	CHECK BOX (See Inst			GATE AM	OUNT IN	ROW (11) EXC	LUDES CERTAIN SHARES
	(1111		,				[_]
13	PERCENT O	F CLA	SS REPRE	SENTED :	BY AMOUN	T IN ROW (11	)
	Class A C Class B C						
14	TYPE OF R	EPORT	ING PERS	ON			
	CO						
CUSI	P No. 6402 6402	04 20 04 30			13D		Page 4 of 16 Pages
1	NAME OF R				ABOVE P	ERSONS (ENTI	TIES ONLY)
	REED ELSE I.R.S. Id		-	No N	/A		
2	CHECK THE	APPR	OPRIATE :	BOX IF	A MEMBER	OF A GROUP	(See Instructions) (a) [_] (b) [_]
3	SEC USE O	NLY					
4	SOURCE OF	FUND	S (See I	nstruct	ions)		
	N/A						
5	CHECK BOX PURSUANT					EEDINGS IS F	EQUIRED

6	CITIZENSH	IP OR	PLACE OF ORGANIZATION	
	England			
		7	SOLE VOTING POWER	
NUI	MBER OF		Class A Common Stock: 3,954,204 Class B Common Stock: 0	
SI	HARES	8	SHARED VOTING POWER	
BENE	FICIALLY		Class A Common Stock: 0	
IWO	NED BY		Class B Common Stock: 0	
I	EACH	9	SOLE DISPOSITIVE POWER	
	PORTING		Class A Common Stock: 3,954,204 Class B Common Stock: 0	
	ERSON	10	SHARED DISPOSITIVE POWER	
7	NITH		Class A Common Stock: 0 Class B Common Stock: 0	
11	AGGREGATE	AMOUN	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	Class A Co		• •	
12			HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SH	ARES
	(See Inst	ructio	ons)	[_]
13	PERCENT OF	F CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
	Class A Co			
14	TYPE OF RE	EPORT	ING PERSON	
	CO			
CUSI	P No. 64020 64020	04 20 04 30		16 Pages
1			ING PERSONS ICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
			HOLDINGS BV ication No N/A	
2	CHECK THE	APPRO	OPRIATE BOX IF A MEMBER OF A GROUP (See Instruction (a) (b)	(s)

3 SEC USE ONLY	
4 SOURCE OF FUNDS (See Instructions)	
4 SOURCE OF FUNDS (See Instructions)	
N/A	
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED	
PURSUANT TO ITEMS 2(d) OR 2(e)	[_]
6 CITIZENSHIP OR PLACE OF ORGANIZATION	
The Netherlands	
7 SOLE VOTING POWER	
NUMBER OF Class A Common Stock: 3,954,204 Class B Common Stock: 0	
SHARES	
8 SHARED VOTING POWER BENEFICIALLY	
Class A Common Stock: 0	
OWNED BY Class B Common Stock: 0	
EACH 9 SOLE DISPOSITIVE POWER	
REPORTING Class A Common Stock: 3,954,204	
Class B Common Stock: 0 PERSON	
10 SHARED DISPOSITIVE POWER	
WITH Class A Common Stock: 0	
Class B Common Stock: 0	
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
Class A Common Stock: 3,954,204	
Class B Common Stock: 0	
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN S	HARES
(See Instructions)	[_]
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
Class A Common Stock: 14.2%	
Class B Common Stock: 0%	
14 TYPE OF REPORTING PERSON	<del> </del>
CO	

640204 30 1

1 NAME OF F	EPORTING PERSONS										
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)										
	VIER OVERSEAS BV entification No N/A										
2 CHECK THE	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) [_]  (b) [_]										
3 SEC USE C	NLY										
4 SOURCE OF	FUNDS (See Instructions)										
N/A											
	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [_]										
6 CITIZENSE	IP OR PLACE OF ORGANIZATION										
The Nethe	rlands										
	7 SOLE VOTING POWER										
NUMBER OF	Class A Common Stock: 3,954,204 Class B Common Stock: 0										
SHARES BENEFICIALLY	8 SHARED VOTING POWER										
OWNED BY	Class A Common Stock: 0 Class B Common Stock: 0										
EACH	9 SOLE DISPOSITIVE POWER										
REPORTING	Class A Common Stock: 3,954,204 Class B Common Stock: 0										
PERSON	10 SHARED DISPOSITIVE POWER										
WITH	Class A Common Stock: 0 Class B Common Stock: 0										
11 AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON										
	ommon Stock: 3,954,204 ommon Stock: 0										
	IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ructions)										
, , , , , ,	[_]										

<sup>13</sup> PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Class A Common Stock: 14.2% Class B Common Stock: 0% TYPE OF REPORTING PERSON CO CUSIP No. 640204 20 2 13D Page 7 of 16 Pages 640204 30 1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) REED ELSEVIER U.S. HOLDINGS INC. I.R.S. Identification No. - 04-3006976 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [\_] (b) [\_] SEC USE ONLY SOURCE OF FUNDS (See Instructions) N/A CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [\_] CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER Class A Common Stock: 3,954,204 NUMBER OF Class B Common Stock: 0 SHARES SHARED VOTING POWER BENEFICIALLY Class A Common Stock: 0 OWNED BY Class B Common Stock: 0 EACH 9 SOLE DISPOSITIVE POWER Class A Common Stock: 3,954,204 REPORTING Class B Common Stock: 0 PERSON 10 SHARED DISPOSITIVE POWER WITH Class A Common Stock: 0

Class B Common Stock: 0

	Class B Common Stock: U
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	Class A Common Stock: 3,954,204 Class B Common Stock: 0
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)
	Class A Common Stock: 14.2% Class B Common Stock: 0%
14	TYPE OF REPORTING PERSON
	СО
CUSI	P No. 640204 20 2 13D Page 8 of 16 Pages 640204 30 1
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	REED ELSEVIER INC. I.R.S. Identification No 52-1471842
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)
	N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [_]
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Massachusetts
	7 SOLE VOTING POWER
	MBER OF Class A Common Stock: 3,954,204 Class B Common Stock: 0 HARES

		001 110 10111100 10277
DEMORTATIV	8 SHARED VOTING POWER	
BENEFICIALLY	Class A Common Stock: 0	
OWNED BY	Class B Common Stock: 0	
EACH	9 SOLE DISPOSITIVE POWER	
REPORTING	Class A Common Stock: 3,9 Class B Common Stock: 0	54,204
PERSON	10 SHARED DISPOSITIVE POWER	
WITH		
	Class A Common Stock: 0 Class B Common Stock: 0	
11 AGGREGA	CE AMOUNT BENEFICIALLY OWNED BY EA	CH REPORTING PERSON
	Common Stock: 3,954,204 Common Stock: 0	
	OX IF THE AGGREGATE AMOUNT IN ROW	(11) EXCLUDES CERTAIN SHARES
(See III	seructions)	[_]
13 PERCENT	OF CLASS REPRESENTED BY AMOUNT IN	ROW (11)
	Common Stock: 14.2% Common Stock: 0%	
14 TYPE OF	REPORTING PERSON	
СО		
CUSIP No. 64	0204 20 2 0204 30 1	Page 9 of 16 Pages
	REPORTING PERSONS EDENTIFICATION NOS. OF ABOVE PERSO	NS (ENTITIES ONLY)
	GENERAL, INC. Edentification No 04-1619609	
2 CHECK T	HE APPROPRIATE BOX IF A MEMBER OF	A GROUP (See Instructions) (a) [_] (b) [_]
3 SEC USE	ONLY	
4 SOURCE	OF FUNDS (See Instructions)	
N/A		
5 CHECK B	OX IF DISCLOSURE OF LEGAL PROCEEDI	NGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e)

[\_]

6 CITIZENS	HIP OR PLACE	OF ORGANIZATION	
Delaware			
	7 SOLE V	OTING POWER	
NUMBER OF		A Common Stock: 3,954,204 B Common Stock: 0	
SHARES	8 SHARED	VOTING POWER	
OWNED BY		A Common Stock: 0 B Common Stock: 0	
EACH	9 SOLE D	ISPOSITIVE POWER	
REPORTING		A Common Stock: 3,954,204 B Common Stock: 0	
PERSON	10 SHARED	DISPOSITIVE POWER	
WITH		A Common Stock: 0 B Common Stock: 0	
 11 AGGREGAT	E AMOLINT DENE	FICIALLY OWNED BY EACH REPORTI	INC DEDOON
II AGGREGAI	E AMOUNI BENE	FICIALLI OWNED DI EACH REPORTI	.NG FERSON
	Common Stock: Common Stock:		
	X IF THE AGGR tructions)	EGATE AMOUNT IN ROW (11) EXCLU	JDES CERTAIN SHARES
(888 1118	0140010115,		[_]
13 PERCENT	OF CLASS REPR	ESENTED BY AMOUNT IN ROW (11)	
	Common Stock: Common Stock:		
14 TYPE OF	REPORTING PER	SON	
CO			
CUSIP No. 640 640	204 20 2 204 30 1	13D	Page 10 of 16 Pages
	REPORTING PER DENTIFICATION	SONS NOS. OF ABOVE PERSONS (ENTITI	ES ONLY)
		EDUCATION GROUP, INC. No 95-3033879	
2 CHECK TH		BOX IF A MEMBER OF A GROUP (S	

(a) [\_]

								(d)	[_]
3	SEC USE	ONLY							
4	SOURCE O	F FUNDS	S (See I	nstruct	ions)				
	N/A								
5	CHECK BO					EEDINGS	IS REQUIRE	D	[_]
6	CITIZENS	HIP OR	PLACE O	F ORGAN	IZATION				
	Delaware								
		7	SOLE VO	TING PO	WER				
	MBER OF		Class A Class B		Stock: Stock:	3,954,2 0	204		
		8	SHARED '	VOTING :	POWER				
	FICIALLY		Class A Class B			0			
	EACH	9	SOLE DI	SPOSITI	VE POWER				
	PORTING ERSON		Class A Class B		Stock: Stock:	3,954,2 0	204		
		10	SHARED	DISPOSI	TIVE POW	ER			
	WITH		Class A Class B			0			
11	AGGREGAT	E AMOUN	NT BENEF	ICIALLY	OWNED B	Y EACH I	REPORTING P	ERSON	
	Class A				204				
12	CHECK BO			GATE AM	OUNT IN	ROW (11)	) EXCLUDES	CERTAIN S	HARES
	(000 = 1110		,						[_]
13	PERCENT	OF CLAS	SS REPRE	SENTED 1	BY AMOUN	I IN ROV	W (11)		
	Class A								
14	TYPE OF	REPORT1	ING PERS	ON					
	CO								

CUSI	P No. 6402 6402	04 20 04 30			130	)	Page	11	of 16	Pages
1	NAME OF R				ABOVE F	ERSONS (ENTITIES	G ONLY)			
	HGI SECUR			No 0	4-348654	5				
2	CHECK THE	APPR	OPRIATE 1	BOX IF .	A MEMBEF	OF A GROUP (See		(a)	ons) [_] [_]	
3	SEC USE O	NLY								
4	SOURCE OF	FUND	S (See I	nstruct	ions)					
	N/A									
5	CHECK BOX PURSUANT					EEDINGS IS REQUI	RED		[_]	
6	CITIZENSH	IP OR	PLACE O	F ORGAN	IZATION					
	Massachus	etts								
		7	SOLE VO	TING PO	WER					
	MBER OF		Class A Class B			3,954,204 0				
S	HARES	8	SHARED '	VOTING	POWER					
BENE	FICIALLY		Class A	Common	Stock:	0				
OW	NED BY		Class B			0				
	EACH	9	SOLE DI	SPOSITI	VE POWER	<u> </u>				
RE	PORTING		Class A			3,954,204				
Р	ERSON		Class B	Common	Stock:	0				
		10	SHARED I	DISPOSI	TIVE POW	IER				
	WITH		Class A Class B			0 0				
11	AGGREGATE	AMOU	NT BENEF	ICIALLY	OWNED E	Y EACH REPORTING	F PERSON			
	Class A C			3,954, 0	204					
12	CHECK BOX			GATE AM	OUNT IN	ROW (11) EXCLUDE	S CERTA	IN S	SHARES	5

[\_]

13	PERCENT O	F CL	SS REPRESENTED BY AMOU	JNT IN ROW (11)	
			Stock: 14.2%		
	Class B C	ommoı	Stock: 0%		
14	TYPE OF R	EPOR'	ING PERSON		
	CO				
CUS1	IP No. 6402 6402	04 20 04 30		3D	Page 12 of 16 Pages
1			ING PERSONS		
	I.R.S. ID	ENTI	ICATION NOS. OF ABOVE	PERSONS (ENTITIES	S ONLY)
	HGI INVES		TRUST ication No 04-3135	517	
2	CHECK THE	APPI	OPRIATE BOX IF A MEMBI	ER OF A GROUP (See	e Instructions) (a) [_]
					(b) [_]
3	SEC USE O	NLY			
4	SOURCE OF	FUNI	S (See Instructions)		
	N/A				
5	CHECK BOX	IF I	ISCLOSURE OF LEGAL PRO	CEEDINGS IS REQUI	 IRED
	PURSUANT	TO I	EMS 2(d) OR 2(e)		[_]
6	CITIZENSH	IP OI	PLACE OF ORGANIZATION	1	
	Massachus	_ttq			
		7	SOLE VOTING POWER		
NU	JMBER OF		Class A Common Stock Class B Common Stock		
5	SHARES				
BENE	EFICIALLY	8	SHARED VOTING POWER		
$\cap$	NED BY		Class A Common Stock Class B Common Stock		
OV					
	EACH	9	SOLE DISPOSITIVE POW	€R	
RE	EPORTING		Class A Common Stock Class B Common Stock		
E	PERSON		CLASS D CUIIIIIOII SCOCK	. 0	

.0 SHARED DISPOSITIVE POWER

WITH

Class A Common Stock: 0
Class B Common Stock: 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Class A Common Stock: 3,954,204

Class B Common Stock: 0

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)

Class A Common Stock: 14.2% Class B Common Stock: 0%

14 TYPE OF REPORTING PERSON

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Pursuant to Section 240.13d-2(a) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), Item 5 of the Statement on Schedule 13D relating to the Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock"), of The Neiman Marcus Group, Inc., a Delaware corporation (the "Issuer"), and the Class B Common Stock, par value \$0.01 per share (the "Class B Common Stock"), of the Issuer, initially filed on September 8, 1987, as amended by Amendment No. 1 filed on October 2, 1987, Amendment No. 2 filed on October 30, 1990, Amendment No. 3 filed on November 2, 1990, Amendment No. 4 filed on November 7, 1990, Amendment No. 5 filed on May 18, 1992, Amendment No. 6 filed on September 25, 1992, Amendment No. 7 filed on February 18, 1993, Amendment No. 8 filed on November 9, 1995, Amendment No. 9 filed on November 12, 1996, Amendment No. 10 filed on May 21, 1999, Amendment No. 11 filed on May 27, 1999, Amendment No. 12 filed on October 28, 1999 and Amendment No. 13 filed on March 15, 2002 (the "Statement"), initially filed on behalf of Harcourt General, Inc., a Delaware corporation ("Harcourt"), which was formerly know as General Cinema Corporation, and currently filed on behalf of (i) Reed International P.L.C., an English public limited company ("Reed"), (ii) Elsevier NV, a Dutch public limited company ("Elsevier"), (iii) Reed Elsevier plc, an English public limited company ("Reed Elsevier"), (iv) Reed Elsevier Holdings BV, a Dutch private limited company ("Reed Elsevier Holdings), (v) Reed Elsevier Overseas BV, a Dutch private limited company ("Reed Elsevier Overseas"), (vi) Reed Elsevier U.S. Holdings Inc., a Delaware corporation ("Reed Elsevier U.S."), (vii) Reed Elsevier Inc., a Massachusetts corporation ("Reed Elsevier Inc."), (viii) Harcourt, (ix) Harcourt Professional Education Group, Inc., a Delaware corporation ("HPEG"), (x) HGI Securities Corp., a Massachusetts business corporation ("HGISC"), and (xi) HGI Investment Trust, a Massachusetts business trust ("HGIT", and together with Reed, Elsevier, Reed Elsevier, Reed Elsevier Holdings, Reed Elsevier Overseas, Reed Elsevier U.S., Reed Elsevier Inc., Harcourt, HPEG and HGISC, the "Reporting Persons"), is hereby amended and supplemented as set forth herein.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Statement is hereby amended in its entirety by deleting the information set forth therein and replacing it with the following:

(a) As of the date of this filing, the Reporting Persons own, in the aggregate, 3,954,204 shares of Class A Common Stock of the Issuer. Such shares of Class A Common Stock represent approximately 14.2% of the total outstanding shares of Class A Common Stock as reported in the Issuer's most recently filed Form 10-Q for the fiscal quarter ended January 26, 2002, and approximately 8.3% of the total outstanding shares of both Class A Common Stock and Class B Common Stock as reported in the Issuer's most recently filed Form 10-Q for the fiscal quarter ended January 26, 2002.

The Reporting Persons do not beneficially own any shares of Class B Common Stock.

(b) As of the date of this filing, each of HGIT, HGISC, Harcourt, Reed Elsevier Inc., Reed Elsevier U.S., Reed Elsevier Overseas, Reed Elsevier Holdings and Reed Elsevier, acting by itself or through their respective direct or indirect wholly owned (or 95% owned, as the case may

CUSIP No. 640204 20 2 640204 30 1

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be) subsidiaries, each have the power to vote or direct the vote and to dispose or direct the disposition of 3,954,204 shares of Class A Common Stock.

In addition, by reason of their status as equal, 50% owners of the voting stock of Reed Elsevier and thus their ability to control Reed Elsevier, Reed and Elsevier have shared power to direct the vote and to direct the disposition of the shares of Class A Common Stock that may be deemed to be beneficially owned by Reed Elsevier and, accordingly, may also be deemed to beneficially own 3,954,204 shares of Class A Common Stock.

(c) In compliance with its obligations to the Internal Revenue Service with respect to the Distribution (as defined in Amendment No. 10 to the Statement on Schedule 13D filed by Harcourt on May 21, 1999 ("Amendment No. 10")) and as disclosed in Item 4 of Amendment No. 10, beginning on March 12, 2002 through the date of this filing, HGIT sold 289,738 shares of Class A Common Stock in a series of open market transactions conducted through customary brokerage arrangements. The cumulative average sale price, net of commissions, for the shares of Class A Common Stock sold in such transactions was approximately \$33.02 per share.

This Statement is being filed while the Reporting Persons are in the process of compiling the information required herein with respect to their respective directors and executive officers. Upon obtaining all of the information concerning such individuals that is required to be disclosed herein, the Reporting Persons will file an amendment to this Statement and disclose all such information with respect to such directors and executive officers.

Other than as set forth in this Item 5 and subject to the immediately preceding paragraph, to the best of the Reporting Persons' knowledge as of the

date hereof, (i) the Reporting Persons do not beneficially own any Class A Common Stock or Class B Common Stock and (ii) there have been no transactions in Class A Common Stock or Class B Common Stock effected during the past 60 days by the Reporting Persons.

(d) No other person is known by the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Class A Common Stock or the Class B Common Stock.

Pursuant to Section 240.13d-4 under Regulation 13D-G of the General Rules and Regulations under the Act, the Reporting Persons, other than HGIT, declare that the filing of this statement shall not be construed as an admission that any such Reporting Person is, for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this Statement.

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#### SIGNATURES

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

Dated: March 25, 2002

REED INTERNATIONAL P.L.C. ELSEVIER NV REED ELSEVIER plc REED ELSEVIER HOLDINGS BV REED ELSEVIER OVERSEAS BV REED ELSEVIER U.S. HOLDINGS INC. REED ELSEVIER INC. HARCOURT GENERAL, INC. HARCOURT PROFESSIONAL EDUCATION GROUP, INC. HGI SECURITIES CORP. HGI INVESTMENT TRUST

/s/ Charles P. Fontaine

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INDEX OF EXHIBITS

Description

Exhibit 99.1

Joint Filing Agreement and Power of Attorney dated as of March 15, 2002, among the Reporting Persons relating to the filing of a joint statement on Schedule 13D, incorporated by reference

to Exhibit 99.1 to Amendment No. 13 to the Statement on Schedule 13D filed by Harcourt on March 15, 2002.