

WESTWOOD ONE INC /DE/
Form SC 13G/A
February 11, 2005

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
Amendment No. 5

Westwood One, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

961815107

(CUSIP Number)

December 31, 2004

(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)

Page 1 of 11 pages

CUSIP No. 961815107

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

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Goldman Sachs Asset Management, L.P.

2. Check the Appropriate Box if a Member of a Group (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

| | |
|--------------|-----------------------------|
| | 5. Sole Voting Power |
| Number of | 6,425,130 |
| Shares | |
| Beneficially | 6. Shared Voting Power |
| Owned by | 635,743 |
| Each | 7. Sole Dispositive Power |
| Reporting | 7,604,020 |
| Person | |
| With: | 8. Shared Dispositive Power |
| | 635,743 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person
8,239,763

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)
8.6%

12. Type of Reporting Person
IA

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CUSIP No. 961815107

13G

- 1. Name of Reporting Person
I.R.S. Identification No. of above Person

Goldman Sachs 1998 Exchange Place Fund, L.P.

- 2. Check the Appropriate Box if a Member of a Group

(a)

(b)

- 3. SEC Use Only

- 4. Citizenship or Place of Organization

Delaware

- 5. Sole Voting Power

Number of
Shares

0

Beneficially

- 6. Shared Voting Power

469,999

Owned by

Each

- 7. Sole Dispositive Power

Reporting

0

Person

- 8. Shared Dispositive Power

With:

469,999

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

469,999

- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

- 11. Percent of Class Represented by Amount in Row (9)

0.5%

12. Type of Reporting Person

PN

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CUSIP No. 961815107

13G

1. Name of Reporting Person

I.R.S. Identification No. of above Person

Goldman Sachs 1997 Exchange Place Fund, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

165,744

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

165,744

9. Aggregate Amount Beneficially Owned by Each Reporting Person

165,744

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)
0.2%

12. Type of Reporting Person
PN

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CUSIP No. 961815107 13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person
Goldman Sachs Management Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
Delaware

5. Sole Voting Power
Number of 0
Shares

6. Shared Voting Power
Beneficially 635,743
Owned by

7. Sole Dispositive Power
Each 0
Reporting Person

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8. Shared Dispositive Power

With:

635,743

9. Aggregate Amount Beneficially Owned by Each Reporting Person

635,743

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

11. Percent of Class Represented by Amount in Row (9)

0.7%

12. Type of Reporting Person

PN

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Item 4. Ownership.*

- (a). Amount beneficially owned:
See the response(s) to Item 9 on the attached cover page(s).
- (b). Percent of Class:
See the response(s) to Item 11 on the attached cover page(s).
- (c). Number of shares as to which such person has:
 - (i). Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).
 - (ii). Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).
 - (iii). Sole power to dispose or to direct the disposition of: See the response(s) to Item 7 on the attached cover page(s).
 - (iv). Shared power to dispose or to direct the disposition of: See the response(s) to Item 8 on the attached cover page(s).

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction

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having that purpose or effect.

* In accordance with Securities and Exchange Commission ("SEC") Release No. 34-39538 (January 12, 1998), this filing reflects the securities beneficially owned by Goldman Sachs Asset Management, L.P. ("GSAM LP"). GSAM LP, an investment advisor, disclaims beneficial ownership of any securities managed, on GSAM LP's behalf, by third parties.

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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 10, 2005

GOLDMAN SACHS ASSET MANAGEMENT, L.P.

By:/s/ Ted Chang

Name: Ted Chang
Title: Attorney-in-fact

GOLDMAN SACHS 1998 EXCHANGE PLACE FUND, L.P.

By:/s/ Ted Chang

Name: Ted Chang
Title: Attorney-in-fact

GOLDMAN SACHS 1997 EXCHANGE PLACE FUND, L.P.

By:/s/ Ted Chang

Name: Ted Chang
Title: Attorney-in-fact

GOLDMAN SACHS MANAGEMENT PARTNERS, L.P.

By:/s/ Ted Chang

Name: Ted Chang
Title: Attorney-in-fact

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INDEX TO EXHIBITS

| Exhibit No. ----- | Exhibit ----- |
|----------------------|--|
| 99.1 | Power of Attorney, dated August 23, 2004, relating to Goldman Sachs 1998 Exchange Place Fund, L.P. |
| 99.2 | Power of Attorney, dated August 23, 2004, relating to Goldman Sachs 1997 Exchange Place Fund, L.P. |
| 99.3 | Power of Attorney, dated August 23, 2004, relating to Goldman Sachs Management Partners, L.P. |

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EXHIBIT (99.1)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN SACHS 1998 EXCHANGE PLACE FUND, L.P. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel and Ted Chang, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of August 23, 2004.

GOLDMAN SACHS 1998 EXCHANGE PLACE FUND, L.P.
By: Goldman Sachs Management Partners, L.P.
By: Goldman Sachs Management, Inc.

By:/s/ Robert Litterman

Name: Robert Litterman
Title: President

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EXHIBIT (99.2)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN SACHS 1997 EXCHANGE PLACE FUND, L.P. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel and Ted Chang, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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GOLDMAN SACHS 1997 EXCHANGE PLACE FUND, L.P.
By: Goldman Sachs Management Partners, L.P.
By: Goldman Sachs Management, Inc.

By:/s/ Robert Litterman

Name: Robert Litterman
Title: President

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EXHIBIT (99.3)

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN SACHS MANAGEMENT PARTNERS, L.P. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel and Ted Chang, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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GOLDMAN SACHS MANAGEMENT PARTNERS, L.P.
By: Goldman Sachs Management, Inc.

By:/s/ Robert Litterman

Name: Robert Litterman
Title: President