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NAUTICA ENTERPRISES INC
Form SC 13D/A
July 09, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(RULE 13D-101)
AMENDMENT #2

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

NAUTICA ENTERPRISES, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

639089101

(CUSIP NUMBER)

Eminence Capital, LLC
65 East 55th Street
25th Floor
New York, New York 10022

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

- with copies to -

Michael G. Tannenbaum, Esq.
Tannenbaum Helpern Syracuse & Hirschtritt LLP
900 Third Avenue - 13th Floor
New York, New York 10022
(212) 508-6700

July 8, 2003

(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 which 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
[]

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 TYPE OF REPORTING PERSON
OO

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CUSIP No. 639089101 SCHEDULE 13D

ITEM 1. SECURITY AND ISSUER.

Security: Common Stock

Issuer: Nautica Enterprises, Inc.
40 West 57th Street
New York, New York 10019

ITEM 2. IDENTITY AND BACKGROUND.

(a) Eminence Capital, LLC ("Eminence")

(b) 65 East 55th Street, 25th Floor, New York, New York 10022

(c) Eminence serves as an investment manager to domestic and off-shore investment vehicles.

(d) - (e) During the last five years, neither Eminence nor any of its principals, to the best of their knowledge, have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which any of the foregoing 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.

(f) New York

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

N/A

ITEM 4 PURPOSE OF TRANSACTION

N/A

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) - (e) As of July 8, 2003, Eminence ceased to be the beneficial owner of more than 5% of the common shares of Nautica Enterprises, Inc.

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ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH
RESPECT TO SECURITIES OF THE ISSUER

N/A

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

N/A

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: July 9, 2003

EMINENCE CAPITAL, LLC

By: /s/ Ricky C. Sandler

Name: Ricky C. Sandler

Title: Managing Member

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