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OAK HILL SECURITIES MGP II LP

Form 3

January 09, 2002

OMB APPROVAL

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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

Oak Hill Securities MGP II, Inc.

(Last) (First) (Middle)

65 East 55th Street - 32nd Floor

(Street)

New York NY 10022

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

12/28/01

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

Stage Stores, Inc. ("STGS")

5. Relationship of Reporting Person to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)**

6. If Amendment, Date of Original (Month/Day/Year)

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7. Individual or Joint/Group Filing (Check applicable line)

- Form Filed by One Reporting Person
- Form Filed by More than One Reporting Person

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TABLE I -- NON-DERIVATIVE SECURITIES BENEFICIALLY OWNED

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1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form:		4. Nature (Instr. 5)
		Direct (D) or Indirect (I) (Instr. 5)		
Common Stock, par value \$0.01 per share	1,546,879	(I)		(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the Form is filed by more than one Reporting Person, see Instruction 5(b)(v).
- ** May be deemed a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding Common Stock.

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB NUMBER.

(Over)
SEC 1473 (3-99)

FORM 3 (continued)

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TABLE II -- DERIVATIVE SECURITIES BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

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2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conve

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1. Title of Derivative Security (Instr. 4)	(Month/Day/Year)		Amount or Number of Shares	Exercise Price of Derivative Security
	Date Exercisable	Expiration Date		

Explanation of Responses: (1) The Reporting Person is the general partner of Oak Hill Securities GenPar II, L.P., which is the general partner of Oak Hill Securities Fund II, L.P., the direct owner of 1,546,879 shares of Common Stock. The Reporting Person disclaims beneficial ownership of such securities in excess of its direct or indirect interest in the profits or capital accounts of Oak Hill Securities GenPar II, L.P. and Oak Hill Securities Fund II, L.P., and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities in excess of such amount.

The Reporting Person may be deemed a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding Common Stock. However, the Reporting Person disclaims such group membership, and this report shall not be deemed an admission that the Reporting Person is a member of a Section 13(d) group that owns more than 10% of the Issuer's Common Stock for purposes of Section 16 or for any other purpose.

Oak Hill Securities MPG II, Inc.

/s/ Glenn R. August	January 9, 2002

**Signature of Reporting Person	Date
Name: Glenn R. August	
Title: President	

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.