

Starz  
Form SC 13G  
May 24, 2013

# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

## SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO § 240.13d-2

(Amendment No. \_\_)

# STARZ

(Name of Issuer)

**SERIES A LIBERTY CAPITAL COMMON STOCK**

(Title of Class of Securities)

**85571Q102**

(CUSIP Number)

**May 24, 2013**

(Date of Event Which Requires Filing of this Statement)

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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)

\* 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 (the 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.)

1 NAME OF REPORTING PERSON

Warren E. Buffett

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 5,622,340  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE  
8 SHARED DISPOSITIVE POWER  
WITH

5,622,340  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,622,340  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable.  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 5.03%  
TYPE OF REPORTING PERSON

IN

1 NAME OF REPORTING PERSON

Berkshire Hathaway Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 5,622,340  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE  
8 SHARED DISPOSITIVE POWER  
WITH

5,622,340  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,622,340  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 5.03%  
TYPE OF REPORTING PERSON

HC, CO

1 NAME OF REPORTING PERSON

National Indemnity Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 3,000,000  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE  
8 SHARED DISPOSITIVE POWER  
WITH

3,000,000  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,000,000  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 *2.7%*  
TYPE OF REPORTING PERSON

IC, CO



1 NAME OF REPORTING PERSON

GEICO Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 3,000,000  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE  
8 SHARED DISPOSITIVE POWER  
WITH

3,000,000  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,000,000  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 *2.7%*  
TYPE OF REPORTING PERSON

HC, CO

1 NAME OF REPORTING PERSON

Government Employees Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Maryland

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,845,400  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE  
8 SHARED DISPOSITIVE POWER  
WITH

2,845,400

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,845,400

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 2.5%  
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

GEICO Indemnity Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Maryland

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 154,600  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE  
8 SHARED DISPOSITIVE POWER  
WITH

154,600

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 154,600  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.1%  
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

2 FlightSafety International Inc. Retirement Income Plan  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 270,000  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE  
8 SHARED DISPOSITIVE POWER  
WITH

270,000  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

270,000  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.2%  
TYPE OF REPORTING PERSON

EP



1 NAME OF REPORTING PERSON

Fruit of the Loom Pension Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Kentucky

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 439,000  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE  
8 SHARED DISPOSITIVE POWER  
WITH

439,000  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

439,000  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.4%  
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

GEICO Corporation Pension Plan Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Maryland

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 975,000  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE  
8 SHARED DISPOSITIVE POWER  
WITH

975,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

975,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.9%  
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

Johns Manville Corporation Master Pension Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Colorado

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 816,000  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE  
8 SHARED DISPOSITIVE POWER  
WITH

816,000  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

816,000  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.8%  
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

BNSF Master Retirement Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Texas

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 122,340  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE  
8 SHARED DISPOSITIVE POWER  
WITH

122,340  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

122,340  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.1%  
TYPE OF REPORTING PERSON

EP



1 NAME OF REPORTING PERSON

R. Ted Weschler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

5 SOLE VOTING POWER

NUMBER OF

SHARES 285,834  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 285,834  
8 SHARED DISPOSITIVE POWER  
WITH

8,277

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

294,111

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.3%  
TYPE OF REPORTING PERSON

IN

SCHEDULE 13G

**Explanatory Note:** On May 24, 2013, Berkshire Hathaway Inc. ( Berkshire ) and R. Ted Weschler, an investment manager of Berkshire whose Berkshire investment portfolio includes shares of the Issuer s Series A Liberty Capital Common Stock ( Shares ), entered into an agreement with respect to Mr. Weschler s personal holdings (which predate his position at Berkshire) of, and future transactions in, Shares. As a result of such agreement, Mr. Weschler, Berkshire and the Berkshire subsidiaries and subsidiary pension plans that own Shares are filing this Schedule 13G as a group under Section 13 of the Securities Exchange Act of 1934, as amended (the Exchange Act ). Berkshire disclaims any beneficial ownership of Shares directly owned by Mr. Weschler or over which he has or shares trading authority on behalf of his relatives and related trusts, and Mr. Weschler disclaims any beneficial ownership of Shares owned by Berkshire, Berkshire s subsidiaries and its subsidiary pension plans. This report shall not be deemed an admission that any reporting person is the beneficial owner of any Shares that are not directly owned by such reporting person, for purposes of Section 13 of the Exchange Act or for any other purpose.

**Item 1.**

(a) Name of Issuer

STARZ

(b) Address of Issuer s Principal Executive Offices

8900 Liberty Circle, Englewood, CO 80112

**Item 2(a). Name of Person Filing:**

**Item 2(b). Address of Principal Business Office:**

**Item 2(c). Citizenship:**

Warren E. Buffett	Berkshire Hathaway Inc.
3555 Farnam Street	3555 Farnam Street
Omaha, Nebraska 68131	Omaha, Nebraska 68131
United States Citizen	Delaware corporation
National Indemnity Company	GEICO Corporation
3024 Harney Street	One GEICO Plaza
Omaha, Nebraska 68131	Washington, DC 20076
Nebraska corporation	Delaware Corporation
Government Employees Insurance Company	GEICO Indemnity Company
One GEICO Plaza	One GEICO Plaza
Washington, DC 20076	Washington, D.C. 20076

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Maryland Corporation	Maryland corporation
FlightSafety International Inc. Retirement Income Plan	Fruit of the Loom Pension Trust
c/o FlightSafety International Inc.	c/o Fruit of the Loom
LaGuardia Airport	1 Fruit of the Loom Drive
Flushing, NY 11371	Bowling Green, KY 42102
New York	Kentucky
GEICO Corporation Pension Plan Trust	Johns Manville Corporation Master Pension Trust
c/o GEICO Corporation	c/o Johns Manville Corporation
1 Geico Plaza	717 17 <sup>th</sup> Street
Washington, DC 20076	Denver, CO 80202
Maryland	Colorado
BNSF Master Retirement Trust	R. Ted Weschler
c/o BNSF Railway	404 East Main Street
2650 Lou Menk Drive	Charlottesville, VA 22902
Fort Worth, TX 76131	United States Citizen
Texas	

**(d) Title of Class of Securities**

Series A Liberty Capital Common Stock

**(e) CUSIP Number**

85571Q102

**Item 3. If this statement is filed pursuant to § 240.13d-1(b), or § 240.13d-2(b) or (c), check whether the person filing is a:**  
Not applicable.

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

**(a) Amount beneficially Owned**

See the Cover Pages for each of the Reporting Persons.

**(b) Percent of Class**

See the Cover Pages for each of the Reporting Persons.

**(c) Number of shares as to which such person has:**

- (i) sole power to vote or to direct the vote
- (ii) shared power to vote or to direct the vote
- (iii) sole power to dispose or to direct the disposition of
- (iv) shared power to dispose or to direct the disposition of

See the Cover Pages for each of the Reporting Persons.

**Item 5. Ownership of Five Percent or Less of a Class.**

Not Applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable.

**Item 7.**

**Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

See Exhibit A.

**Item 8. Identification and Classification of Members of the Group.**

See Exhibit A

**Item 9. Notice of Dissolution of Group.**

Not Applicable.

**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 having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

**SIGNATURES**

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.

Dated this 24<sup>th</sup> day of May, 2013

/s/ Warren E. Buffett  
Warren E. Buffett

BERKSHIRE HATHAWAY INC.

By: /s/ Warren E. Buffett  
Warren E. Buffett  
Chairman of the Board

NATIONAL INDEMNITY COMPANY, GEICO CORPORATION,  
GOVERNMENT EMPLOYEES INSURANCE COMPANY, GEICO  
INDEMNITY COMPANY, FLIGHTSAFETY INTERNATIONAL  
INC. RETIREMENT INCOME PLAN, FRUIT OF THE LOOM  
PENSION TRUST, GEICO CORPORATION PENSION PLAN  
TRUST, JOHNS MANVILLE CORPORATION MASTER PENSION  
TRUST and BNSF MASTER RETIREMENT TRUST.

By: /s/ Warren E. Buffett  
Warren E. Buffett

Attorney-in-Fact

/s/ R. Ted Weschler

R. Ted. Weschler

**SCHEDULE 13G**

**EXHIBIT A**

**RELEVANT SUBSIDIARIES AND MEMBERS OF FILING GROUP**

PARENT HOLDING COMPANIES OR CONTROL PERSONS:

Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.)

Berkshire Hathaway Inc.

GEICO Corporation

INSURANCE COMPANIES AS DEFINED IN SECTION 3(a)(19) OF THE ACT:

National Indemnity Company

Government Employees Insurance Company

GEICO Indemnity Company

EMPLOYEE BENEFIT PLANS IN ACCORDANCE WITH § 240.13d-1-(b)(1)(ii)(F)

BNSF Master Retirement Trust

FlightSafety International Inc. Retirement Income Plan

Fruit of the Loom Pension Trust

GEICO Corporation Pension Plan Trust

Johns Manville Corporation Master Pension Trust

OTHER MEMBER OF FILING GROUP

R. Ted Weschler



**SCHEDULE 13G**

**EXHIBIT B**

**JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)**

The undersigned persons hereby agree that reports on Schedule 13G, and amendments thereto, with respect to the Series A Liberty Capital Common Stock of Starz may be filed in a single statement on behalf of each of such persons, and further, each of such persons designates Warren E. Buffett as its agent and Attorney-in-Fact for the purpose of executing any and all Schedule 13G filings required to be made by it with the Securities and Exchange Commission.

Dated: May 24, 2013

/S/ Warren E. Buffett  
Warren E. Buffett

Berkshire Hathaway Inc.

Dated: May 24, 2013

/S/ Warren E. Buffett  
By: Warren E. Buffett  
Title: Chairman of the Board

National Indemnity Company

Dated: May 24, 2013

/S/ Marc D. Hamburg  
By: Marc D. Hamburg  
Title: Chairman of the Board

GEICO Corporation

Dated: May 24, 2013

/S/ Michael H. Campbell  
By: Michael H. Campbell  
Title: Vice President

Government Employees Insurance Company

Dated: May 24, 2013

/S/ Michael H. Campbell  
By: Michael H. Campbell  
Title: Senior Vice President

GEICO Indemnity Company

Dated: May 24, 2013

/S/ Michael H. Campbell  
By: Michael H. Campbell  
Title: Senior Vice President

FlightSafety International Inc. Retirement Income Plan

Dated: May 24, 2013

/S/ Bruce Whitman  
By: Bruce Whitman  
Title: President and Chief Executive Officer,  
FlightSafety International, Inc.

Fruit of the Loom Pension Trust

Dated: May 24, 2013

/S/ Rick Medlin  
By: Rick Medlin  
Title: President and Chief Executive Officer, Fruit of the Loom

GEICO Corporation Pension Plan Trust

Dated: May 24, 2013

/S/ Michael H. Campbell  
By: Michael H. Campbell  
Title: Senior Vice President, GEICO Corporation

Johns Manville Corporation Master Pension Plan

Dated: May 24, 2013

/S/ Mary Rhinehart  
By: Mary Rhinehart  
Title: President and Chief Executive Officer  
Johns Manville Corporation

BNSF Master Retirement Trust

Dated: May 24, 2013

/S/ Thomas N. Hund  
By: Thomas N. Hund  
Title: Executive Vice President, Burlington Northern Santa Fe, LLC

Dated: May 24, 2013

/S/ R. Ted Weschler  
R. Ted Weschler