SAFETY COMPONENTS INTERNATIONAL INC
Form SC 13D/A
October 14, 2003

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


                            SCHEDULE 13D
                         (Amendment No. 3)*


                 Under the Securities Exchange Act of 1934


                  Safety Components International, Inc.

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                           (Name of Issuer)

                            Common Stock
                     (Title of Class Securities)

                             786474205

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                          (CUSIP Number)
                          Leonard DiSalvo
                  Vice President--Finance and CFO
                        Zapata Corporation
                  100 Meridian Centre, Suite 350
                     Rochester, New York 14618
                        Tel. (585) 242-2000

                            Copies To:
                     Gordon E. Forth, Esq.
                    Woods Oviatt Gilman LLP
                     700 Crossroads Building
                       Two State Street
                     Rochester, New York 14614
                        Tel. (585) 987-2800


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

                        October 10, 2003
        -------------------------------------------------------

        (Date of Event which Requires Filing of this Statement)
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    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(b)(3) or (4), check the following box / /.

    Note. Six copies of this statement, including all exhibits, should be filed with
the Commission. See Rule 13d-1(a) for other parties to whom copies are to

be sent.

*   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 the disclosures provided in a prior cover page.

           The information required in 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 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).

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(1)   NAME OF REPORTING PERSON
           S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

           Zapata Corporation
           74-1339132
----
(2)   CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
           Instructions)

                                                   (a) / /
                                                   (b) / /
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(3)   SEC USE ONLY

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(4)   SOURCE OF FUNDS

           WC
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(5)   CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
           REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)   / /

----
(6)   CITIZENSHIP OR PLACE OF ORGANIZATION

           Nevada
----
                               (7)   SOLE VOTING POWER

                                           4,162,394 shares

NUMBER OF SHARES   (8)   SHARED VOTING POWER
BENEFICIALLY OWNED BY
EACH REPORTING PERSON   0
WITH   --
                               (9)   SOLE DISPOSITIVE POWER

                                           4,162,394 shares

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                             --------------------------------------
                    (10)     SHARED DISPOSITIVE POWER

                                       0
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(11)     AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
         REPORTING PERSON

         4,162,394 shares
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(12)     CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
         CERTAIN SHARES
         (See Instructions)                                           / /
--------------------------------------------------------------------------------
(13)     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
         83.9%
--------------------------------------------------------------------------------
(14)     TYPE OF REPORTING PERSON (See Instructions)
         CO
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     This Amendment No. 3 to Schedule 13D ("Amendment No. 3") is being filed by
Zapata Corporation ("Zapata") to amend its original Schedule 13D filed September
29, 2003 by Zapata, as amended by Amendment No. 1 filed October 6, 2003 and
Amendment No. 2 filed October 9, 2003 (the "Schedule 13D"), relating to the
common stock, par value $0.01 per share (the "Common Stock"), of Safety
Components International, Inc., a Delaware corporation (the "Issuer"). This
Amendment No. 3 amends the Schedule 13D to include additional information in
Item No. 4 and Item No. 7. All other items that remain unchanged from the
Schedule 13D are not repeated herein, but are incorporated herein by reference.

Item 4. Purpose of the Transaction

     On October 10, 2003, Zapata's Chairman and Chief Executive Officer, Avram
Glazer together with another Zapata representative met with the Company's
management to discuss Zapata's investment in the Issuer. During those
discussions, Mr. Glazer requested that the Issuer's Board of Directors nominate
individuals selected by the Issuer's principal stockholder, Zapata, to serve on
Issuer's Board of Directors and to have such nominees constitute a majority of
the Issuer's Board of Directors. The Issuer's management agreed to consider the
request and pursue appropriate actions.

     On October 13, 2003, Zapata wrote a letter to the Issuer's corporate
secretary advising him that Zapata's shares of the Issuer's common stock would
not be present at the Issuer's annual meeting of stockholders scheduled for
October 14, 2003. A copy of the letter is filed as Exhibit 6 and incorporated
herein.

Item 7. Material to Be Filed as Exhibits

1.   Irrevocable Proxy dated September 26, 2003 executed by Putnam
         Investment Management, LLC in favor of Zapata.*

2.   Irrevocable Proxy dated September 26, 2003 executed by Putnam Fiduciary
        TrustCompany on behalf of Marsh & McLennan Companies, Inc. in favor of
        Zapata.*

3.   Irrevocable Proxy dated September 26, 2003 executed by Wayland
        Investments Fund, LLC in favor of Zapata.*

4.   Irrevocable Proxy dated September 26, 2003 executed by Jefferies &
        Company, Inc. in favor of Zapata.*

5.   Irrevocable Proxy dated October 6, 2003 executed by AIG Global
        Investment Corp. in favor of Zapata.*

6.   Letter dated October 13, 2003 from Zapata to the Issuer.

*Previously filed.

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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.

        Dated: October 14, 2003

                              ZAPATA CORPORATION

                              By: /s/ Leonard DiSalvo

                              Name: Leonard DiSalvo
                              Title: VP--Finance and CFO

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                              EXHIBIT INDEX

Exhibit No.   Description
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1.   Irrevocable Proxy dated September 26, 2003 executed by Putnam
     Investment Management, LLC in favor of Zapata.*

2.   Irrevocable Proxy dated September 26, 2003 executed by Putnam
     Fiduciary Trust Company on behalf of Marsh & McLennan Companies,
     Inc. in favor of Zapata.*

3.   Irrevocable Proxy dated September 26, 2003 executed by Wayland
     Investments Fund, LLC in favor of Zapata.*

4.   Irrevocable Proxy dated September 26, 2003 executed by Jefferies
     & Company, Inc. in favor of Zapata.*

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