

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14D-1

TENDER OFFER STATEMENT

PURSUANT TO SECTION 14(d)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 3)

Fingerhut Companies, Inc.

(Name of Subject Company)

Bengal Subsidiary Corp.; Federated Department Stores, Inc..

(Bidders)

Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

317867109

(CUSIP Number of Class of Securities)

Dennis J. Broderick
Senior Vice President, General Counsel and Corporate Secretary
Federated Department Stores, Inc.
7 West Seventh Street
Cincinnati, Ohio 45202
(513) 579-7000

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

Copy to:
Robert A. Profusek, Esq.
Jones, Day, Reavis & Pogue
599 Lexington Avenue
New York, New York 10022
(212) 326-3939

This Amendment No. 3 is to the Tender Offer Statement on Schedule 14D-1, originally filed on February 18, 1999, as thereafter amended (as amended, the "Statement"), that relates to the offer by Bengal Subsidiary Corp. ("Purchaser"), a direct, wholly owned subsidiary of Federated Department Stores, Inc. ("Parent"), to purchase all outstanding common shares (the "Shares"), of Fingerhut Companies, Inc. (the "Company"), at a purchase price of \$25.00 per Share, net to the seller in cash, without interest, on the terms and subject to the conditions set forth in the Offer To Purchase, dated February 18, 1999 (the "Offer To Purchase"), and in the related Letter of Transmittal and any amendments or supplements thereto, copies of which are attached to the Statement as Exhibits (a)(1) and (a)(2), respectively (which collectively constitute the "Offer"). This Statement was, and this Amendment No. 3 is, being filed on behalf of Purchaser and Parent. Capitalized terms not defined in this Amendment have the meanings assigned to them in the Offer To Purchase.

The Statement is hereby amended and/or supplemented as provided below:

ITEM 10. ADDITIONAL INFORMATION.

Item 10(f) is hereby amended and supplemented by adding to the end thereof the following:

On March 15, 1999, Parent issued a press release, a copy of which is included as exhibit (a)(9) hereto and incorporated herein by reference, which announced that the OCC Condition had been satisfied.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11 is hereby amended to add the following exhibit:

- (a)(9) Press release issued by Parent on March 15, 1999
SIGNATURE

After due 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.

<TABLE>

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Dated: March 16, 1999

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BENGAL SUBSIDIARY CORP.

By: /s/ DENNIS J. BRODERICK

Name: Dennis J. Broderick
Title: President

FEDERATED DEPARTMENT STORES, INC.

By: /s/ DENNIS J. BRODERICK

Name: Dennis J. Broderick
Title: Senior Vice President and
General Counsel

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EXHIBIT INDEX

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<CAPTION>

EXHIBIT

NO.

DESCRIPTION

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- (a)(9) Press release issued by Parent on March 15, 1999

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FOR IMMEDIATE RELEASE

FEDERATED RECEIVES O.C.C. CONSENT FOR FINGERHUT ACQUISITION

CINCINNATI, OHIO--March 15, 1999--Federated Department Stores, Inc. (NYSE:FD) today announced that it has received the required consent of the Office of the Comptroller of the Currency to Federated's \$25 a share cash tender offer for any and all outstanding common shares of Fingerhut Companies, Inc. (NYSE:FHT) and the subsequent merger of Federated's direct, wholly owned Bengal Subsidiary Corp. with and into Fingerhut. The OCC's consent was a condition to the tender offer.

The tender offer is scheduled to expire at midnight, Eastern Standard Time on Wednesday, March 17, 1999 (unless extended) and is subject to other conditions.

The information agent for the offer is Georgeson & Company, Inc. Questions about the offer may be addressed to them at 800-223-2064.

Federated, with corporate offices in Cincinnati and New York, is one of the nation's leading department store retailers, with annual sales of more than \$15.8 billion. Federated currently operates more than 400 department stores in 33 states under the names of Bloomingdale's, The Bon Marche, Burdines, Goldsmith's, Lazarus, Macy's, Rich's and Stern's. Federated also operates direct mail catalog and electronic commerce subsidiaries under the names of Bloomingdale's By Mail, Macy's By Mail and Macys.Com.

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CONTACTS: Federated

Carol Sanger -Media (513) 579-7764

Susan Robinson -Investor, (513) 579-7780

or

Fingerhut

Lynda Nordeen -Media (612) 936-5015

Gerald Knight -Investor (612) 936-5507

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