

SMITH G STACY

Form 3

April 29, 2005

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

WS CAPITAL LLC

(Last) (First) (Middle)

300 CRESCENT COURT,
SUITE 880

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/20/2005

3. Issuer Name and Ticker or Trading Symbol
PARTY CITY CORP [PCTY]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

1,881,064

I

See Footnote (1) (2) (3)

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WS CAPITAL LLC 300 CRESCENT COURT, SUITE 880 DALLAS, TX 75201	^	^ X	^	^
WS CAPITAL MANAGEMENT LP 300 CRESCENT COURT, SUITE 880 DALLAS, TX 75201	^	^ X	^	^
WALKER REID S 300 CRESCENT COURT, SUITE 880 DALLAS, TX 75201	^	^ X	^	^
SMITH G STACY 300 CRESCENT COURT, SUITE 880 DALLAS, TX 75201	^	^ X	^	^
WALKER PATRICK P 300 CRESCENT COURT, SUITE 880 DALLAS, TX 75201	^	^ X	^	^
WSV MANAGEMENT L L C 300 CRESCENT COURT, SUITE 880 DALLAS, TX 75201	^	^ X	^	^
WS VENTURES MANAGEMENT L P 300 CRESCENT COURT, SUITE 880 DALLAS, TX 75201	^	^ X	^	^
WS Opportunity Fund L P 300 CRESCENT COURT, SUITE 880 DALLAS, TX 75201	^	^ X	^	^
WS Opportunity Fund QP L P 300 CRESCENT COURT, SUITE 880 DALLAS, TX 75201	^	^ X	^	^
WS OPPORTUNITY FUND INTERNATIONAL LTD 300 CRESCENT COURT, SUITE 880 DALLAS, TX 75201	^	^ X	^	^

Signatures

WS Capital, L.L.C., by /s/ Reid S. Walker, Member

04/28/2005

**Signature of Reporting Person

Date

WS Capital Management, L.P., by WS Capital, L.L.C., its general partner, by /s/ Reid S. Walker, Member

04/28/2005

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<u>Signature of Reporting Person</u>	Date
WSV Management, L.L.C., by /s/ Reid S. Walker, Member	04/28/2005
<u>Signature of Reporting Person</u>	Date
WS Ventures Management, L.P., by WSV Management, L.L.C., its general partner, by /s/ Reid S. Walker, Member	04/28/2005
<u>Signature of Reporting Person</u>	Date
WS Opportunity Fund, L.P., by WS Ventures Management, L.P., its general partner, by WSV Management, L.L.C., its general partner, by /s/ Reid S. Walker, Member	04/28/2005
<u>Signature of Reporting Person</u>	Date
WS Opportunity Fund (Q.P.), L.P., by WS Ventures Management, L.P., its general partner, by WSV Management, L.L.C., its general partner, by /s/ Reid S. Walker, Member	04/28/2005
<u>Signature of Reporting Person</u>	Date
WS Opportunity Fund International, LTD, by WS Ventures Management, L.P., its agent and attorney-in-fact, by WSV Management, L.L.C., its general partner, by /s/ Reid S. Walker, Member	04/28/2005
<u>Signature of Reporting Person</u>	Date
/s/ Reid S. Walker	04/28/2005
<u>Signature of Reporting Person</u>	Date
/s/ G. Stacy Smith	04/28/2005
<u>Signature of Reporting Person</u>	Date
/s/ Patrick P. Walker	04/28/2005
<u>Signature of Reporting Person</u>	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Includes (i) 110,388 shares held by Walker Smith Capital, L.P. (WSC), (ii) 569,677 shares held by Walker Smith Capital (Q.P.), L.P. (WSCQP), (iii) 804,890 shares held by Walker Smith International Fund, Ltd. (WS International), (iv) 112,665 shares held by WS Opportunity Fund, L.P. (WSO), (v) 119,169 shares held by WS Opportunity Fund (Q.P.), L.P. (WSOQP) and (vi) 159,375 shares held by WS Opportunity Fund International, Ltd. (WSO International), (vii) Reid S. Walker (see footnote 2) owns 1,000 shares directly, and (viii) Patrick P. Walker (see footnote 2) owns 2,500 shares directly and serves as trustee of a trust that owns 1,400 shares.

This Form 3 is filed on behalf of WS Capital, L.L.C. (WS Capital), WS Capital Management, L.P. (WSCM), WSV Management, L.L.C. (WSV), WS Ventures Management, L.P. (WSVM), WSC, WSCQP, WS International, WSO, WSOQP, WSO International, Reid S. Walker, G. Stacy Smith and Patrick P. Walker (collectively, the Filing Persons). Reid S. Walker and G. Stacy Smith are the sole principals of WS Capital, and Reid S. Walker, G. Stacy Smith and Patrick P. Walker are the sole principals of WSV. WS Capital is the general partner of WSCM, which is the general partner of WSC and WSCQP and the agent and attorney-in-fact for WS International. WSV is the general partner of WSVM, which is the general partner of WSO and WSOQP and the agent and attorney-in-fact for WSO International.

Each of the Filing Persons hereby expressly disclaims membership in a "group" under the Securities Exchange Act of 1934 with respect to the securities reported herein, and this Form 3 shall not be deemed to be an admission that any such Filing Person is a member of such a group. Each of the Filing Persons hereby expressly disclaims beneficial ownership of the securities reported herein, other than to the extent of its pecuniary interest therein, and this Form 3 shall not be deemed to be an admission that any such Filing Person is the beneficial owner of the securities reported herein for purposes of the Securities Exchange Act of 1934 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space 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.