

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K/A
AMENDMENT NO. 1

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) September 23, 2003

ZAPATA CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Nevada

(State or Other Jurisdiction of Incorporation)

1-4219

74-1339132

(Commission File Number)

(IRS Employer Identification No.)

100 Meridian Centre, Suite 350, Rochester, New York

14618

(Address of Principal Executive Offices)

(Zip Code)

(585) 242-2000

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

INFORMATION TO BE INCLUDED IN THE REPORT

Item 2. Acquisition or Disposition of Assets.

This Form 8-K/A amends the Form 8-K of Zapata Corporation (the "Company") filed on September 29, 2003. That Form 8-K reported under Item 2 the Company's acquisition of 2,663,905 shares of common stock of Safety Components International Inc. (OTCBB: "SAFY").

On October 2, 2003, executed a transaction to acquire an additional 1,498,489 shares of common stock of Safety Components in two privately negotiated block transactions for \$16.9 million, including brokerage commissions. Of these shares, the Company purchased 1,444,972 shares from AIG Global Investment Corp., at a price of \$11.30 per share, and 53,517 shares from the Pacholder High Yield Fund also at \$11.30 per share. The purchase prices were determined through arms-length negotiations between the Company and the sellers.

On October 6, 2003 the Company issued a press release announcing its purchase of this additional Safety Components' common stock. A copy of the press release is attached hereto as exhibit 99.3. The Company also filed a Schedule 13D Amendment No. 1 with respect to the purchase of this additional common stock and a Schedule 13D Amendment No. 2 to report the grant of an irrevocable proxy with respect to 1,444,972 of the shares purchased. The Schedule 13D Amendment No. 1 and Amendment No. 2 are filed as exhibits 99.4 and 99.5, respectively hereto and are incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

(a)-(b) The financial statements of Safety Components and the pro forma financial statements required to be filed with this Report are not available. The Company will file the required financial statements as an amendment to this Form 8-K as soon as practical but not later than 60 days after the date of the filing of this Report.

(c) Exhibits.

Exhibit No.	Description
- - - - -	- - - - -
99.1	Press Release issued by Zapata Corporation dated September 29, 2003*
99.2	Schedule 13D filed by Zapata Corporation in connection with its holdings in Safety Components International, Inc.*
99.3	Press Release issued by Zapata Corporation dated October 6, 2003
99.4	Schedule 13D Amendment No. 1 filed by Zapata Corporation in connection with its holdings in Safety Components International, Inc.
99.5	Schedule 13D Amendment No. 2 filed by Zapata Corporation in connection with its holdings in Safety Components International, Inc.

*Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ZAPATA CORPORATION

Date: October 9, 2003

By: /s/ Leonard DiSalvo

Name: Leonard DiSalvo

Title: Vice President - Finance and CFO

EXHIBIT INDEX

Exhibit No.	Description
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99.3	Press Release issued by Zapata Corporation dated October 6, 2003
99.4	Schedule 13D Amendment No. 1 filed by Zapata Corporation in connection with its holdings in Safety Components International, Inc.
99.5	Schedule 13D Amendment No. 2 filed by Zapata Corporation in connection with its holdings in Safety Components International, Inc.

*Previously filed.

ZAPATA CORPORATION ACQUIRES ADDITIONAL STAKE IN SAFETY
COMPONENTS INTERNATIONAL, INC.

ROCHESTER, NEW YORK, October 6, 2003 - Zapata Corporation (NYSE: "ZAP") announced today that it has purchased an additional 1,498,489 shares of common stock in Safety Components International, Inc. (OTCBB: "SAFY") in privately negotiated transactions at a purchase price of \$16.9 million or \$11.30 per share. On September 29, 2003 Zapata announced that it had purchased 2,663,905 shares of common stock in Safety Components. As a result of its recent purchases, Zapata now holds approximately 83.9% of Safety Components' outstanding shares.

Safety Components International is an independent supplier of automotive airbag fabric and cushions and technical fabrics with operations in North America and Europe. Safety Components sells airbag fabric domestically and cushions worldwide to the major airbag module integrators that outsource such products. Safety Components is also a manufacturer of value-added technical fabrics used in a variety of niche industrial and commercial applications such as ballistics material for luggage, filtration, military tents and fire service apparel. For the year ended March 29, 2003, Safety Components reported sales of \$244.3 million and income from continuing operations of \$7.9 million. For the thirteen weeks ended June 28, 2003, Safety Components reported sales of \$67.4 million and net income of \$4.4 million.

About Zapata Corporation:

Zapata Corporation is a holding company which currently has one principal operating company, Omega Protein Corporation (NYSE: "OME"), in which it has a 60% ownership interest. Omega Protein is the nation's largest marine protein company. In addition, Zapata owns 98% of its subsidiary, Zap.Com Corporation (OTCBB: "ZPCM"), which is a public shell corporation.

"Safe Harbor" Statement Under the Private Securities Litigation Reform Act of 1995: The statements contained in this press release which are not historical fact are forward-looking statements based upon management's current expectations that are subject to risks and uncertainties that could cause actual results, events and developments to differ materially from those set forth in or implied by forward looking statements. Factors that could cause actual results, events and developments to differ include, without limitation, those factors listed under the caption "Significant Factors That Could Affect Future Performance And Forward Looking Statements" in the Company's Annual Report on Form 10-K for the year ended December 31, 2002. Consequently all forward looking statements made herein are qualified by these cautionary statements and there can be no assurance that the actual results, events or developments referenced herein will occur or be realized.

Contact:
Zapata Corporation
Leonard DiSalvo
585 242-8703
www.zapatacorp.com
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Amendment No. 1)*

Under the Securities Exchange Act of 1934

Safety Components International, Inc.
(Name of Issuer)

Common Stock
(Title of Class Securities)

786474205
(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

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

October 2, 2003

(Date of Event which Requires Filing of this Statement)

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).

(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) / /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

WC

(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
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

(8) SHARED VOTING POWER

0

WITH

(9) SOLE DISPOSITIVE POWER

4,162,394 shares

(10) SHARED DISPOSITIVE POWER

0

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

4,162,394 shares

(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

This Amendment No. 1 to Schedule 13D ("Amendment No. 1") is being filed by Zapata Corporation ("Zapata") to amend its original Schedule 13D (the "Original Schedule 13D") filed by Zapata 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. 1 reports the purchase of additional shares of Common Stock by Zapata. All other items that remain unchanged from the Original Schedule 13D are not repeated herein, but are incorporated herein by reference.

Item 1. Security and Issuer.

This statement relates to 4,162,394 shares of the Common Stock of the Issuer. The Issuer's principal executive office is located at 41 Stevens Street, Greenville, South Carolina 29605.

Item 3. Source and Amount of Funds or Other Consideration

As of October 6, 2003, Zapata had invested \$47.8 million (inclusive of brokerage commissions) in shares of Common Stock. The source of these funds is Zapata's working capital.

Item 4. Purpose of the Transaction

Zapata made its initial purchase shares of Common Stock to establish a significant equity interest in the Issuer. As detailed in this Amendment No. 1, Zapata has purchased an additional 1,498,489 shares of Common Stock. Depending upon overall market conditions, other investment opportunities, the availability of Common Stock at desirable prices, the Issuer's financial condition, business prospects and other developments concerning the Issuer or Zapata, Zapata may endeavor to increase its position in the Issuer through, among other things, the purchase of Common Stock in open market or private transactions (subject to compliance with applicable law) or to dispose of its Common Stock, in all cases on such terms and at such times as Zapata deems advisable.

Zapata has contacted the Issuer's management to seek a meeting. Zapata expects the meeting will take place in the near future. At the meeting Zapata intends to discuss its investment in the Issuer and representation on the Issuer's Board of Directors. Depending on Zapata's on-going evaluation of the Issuer as well as other factors which Zapata deems relevant, Zapata may also take such other actions as it deems appropriate, including, without limitation, communicating with other stockholders of the Issuer, presenting proposals for consideration or nominees for election as directors at a meeting of the Issuer's stockholders or offering to acquire the Issuer. Zapata reserves the right to change its intention with respect to any and all matters referred to in this Item 4. Except as set forth in this Item 4, the Issuer does not have any present plans or proposals which relate to or would result in any of the matters set forth in paragraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

(a) As of the date of this Amendment No. 1, Zapata beneficially owns 4,162,394 shares of Common Stock. Based on information contained in the most recently available filing

by the Issuer with the Securities and Exchange Commission, such shares constitute approximately 83.9% of the issued and outstanding shares of Common Stock. To the knowledge of Zapata, no shares of Common Stock are beneficially owned by any of the persons enumerated in Instruction C to Schedule 13D.

(b) Zapata has the sole power to vote and sole power to dispose of 4,162,394 shares of Common Stock.

(c) The following is a description of all transactions in the Common Stock within the last 60 days not previously reported in the Original Schedule 13D. Each transaction was a privately negotiated block purchase by Zapata.

Settlement Date of Transaction -----	No. of Shares -----	Price Per Share -----
10/7/03	1,498,489	\$11.30

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 6, 2003

ZAPATA CORPORATION

By: /s/ Leonard DiSalvo

Name: Leonard DiSalvo

Title: VP--Finance and CFO

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

SCHEDULE 13D
(Amendment No. 2)*

Under the Securities Exchange Act of 1934

Safety Components International, Inc.

(Name of Issuer)

Common Stock

(Title of Class Securities)

786474205

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

October 6, 2003

(Date of Event which Requires Filing of this Statement)

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).

(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) / /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

WC

(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
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

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4,162,394 shares

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(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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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

This Amendment No. 2 to Schedule 13D ("Amendment No. 2") 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 (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. 2 amends the Schedule 13D to include additional information in Item No. 6 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 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The seller of 1,444,972 shares of Common Stock that Zapata acquired on October 2, 2003 executed and delivered to Zapata an irrevocable proxy to vote at the Issuer's 2003 annual meeting of stockholders the shares of Common Stock held by it or with respect to which it has the right to vote as of the record date for such annual meeting. A copy of the proxy is filed as Exhibit 5 and is incorporated herein by reference.

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

*Previously filed.

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 9, 2003

ZAPATA CORPORATION

By: /s/ Leonard DiSalvo

Name: Leonard DiSalvo

Title: VP--Finance and CFO

EXHIBIT INDEX

Exhibit No. -----	Description -----
5.	Irrevocable Proxy dated October 6, 2003 executed by AIG Global Investment Corp. in favor of Zapata

IRREVOCABLE PROXY

The undersigned hereby constitutes and appoints Avram Glazer in his capacity as President and Chief Executive Officer of Zapata Corporation, a Nevada corporation ("Zapata"), or any other designee of Zapata (each a "Proxy Holder"), each as its attorney-in-fact and grants to each of them an irrevocable proxy, pursuant to the provisions of Section 212 of the Delaware General Corporation Law to vote at any annual or special meeting of stockholders of Safety Components International Corporation, a Delaware corporation ("Safety Components"), or any adjournment or postponement thereof, or to execute and deliver written consents or otherwise act in such manner as each such attorney-in-fact and proxy shall, in his sole and absolute discretion, deem proper with respect to the number of shares of capital stock of Safety Components listed below, and any and all other shares or securities of Safety Components issued or issuable with respect thereto as fully, to the same extent and with the same effect, as the undersigned might or could do under any applicable laws or regulations governing the rights and powers of stockholders of a Delaware corporation, and grants to each such Proxy Holder full power of substitution and resubstitution. This proxy is irrevocable (to the fullest extent permitted by law), coupled with an interest, and is granted in consideration of Zapata's purchase of the shares with respect to which this proxy is granted. All prior powers of attorney and proxies granted by the undersigned at any time with respect to such shares or securities is hereby revoked and no subsequent powers of attorney, proxies, consents or revocations may be given at any time by the undersigned with respect thereto (and if given, will not be deemed effective).

By accepting this Irrevocable Proxy, Zapata hereby agrees to indemnify, defend and hold harmless the undersigned from any and all claims, actions or damages or losses related to or arising out of Zapata's exercise of its rights under this Irrevocable Proxy.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this proxy or caused its duly authorized representative to execute this proxy as of the date written below.

Dated this 6TH day of October 2003.

AIG GLOBAL INVESTMENT CORP.,
an investment adviser
On behalf of each of its affiliates and funds
under management

Number of shares 1,444,972

By: /s/ Timothy Janzen

Name: Timothy Janzen
Title: Managing Director

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