

GAIAM INC
Form 3
June 20, 2005

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Prentice Capital Management, LP | | | (Month/Day/Year) | GAIAM INC [GAIA] | |
| (Last) | (First) | (Middle) | 06/16/2005 | | |
| 623 FIFTH AVENUE, 32ND FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| NEW YORK, NY 10022 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

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) |
|---------------------------------------|---|--|---|
| Class A Common Stock ("Common Stock") | 1,555,497 | I <u>(1)</u> <u>(2)</u> | See Footnotes <u>(1)</u> <u>(2)</u> |
| Common Stock | 8,705 | D <u>(3)</u> | Â |
| Common Stock | 3,000 | I <u>(4)</u> | See Footnote <u>(4)</u> |

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)

Edgar Filing: GAIAM INC - Form 3

customary closing conditions.

- With respect to the transaction set forth in the Purchase Agreement, the Reporting Persons are required to purchase 1,000,000 shares of Common Stock and depending on the actions of the Company, may be required to purchase an additional 1,821,317 shares of Common
- (6) Stock. As a result, the Reporting Persons may be deemed to have a short put option with respect to 1,821,317 shares of Common Stock. The amount set forth in Table I includes the 1,000,000 shares of Common Stock the Reporting Persons are required to purchase and the amount set forth in Table II includes the 1,821,317 shares of Common Stock the Reporting Persons may be required to purchase.

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.