

Edgar Filing: 800AMERICA COM INC - Form SC 13G

800AMERICA COM INC
Form SC 13G
December 18, 2001

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. ___)

800America.com, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

28246N 10 2

(CUSIP Number)

December 5, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b) Rule 13d-1(c) Rule 13d-1(d)

CUSIP No. 28246N 10 2

CUSIP No. 28246N 10 2 SCHEDULE 13G

1. Name of Reporting Person

Lazard Freres & Co. LLC

I.R.S. Identification No. of Above Person (entities only)

13-5545100

2. Check the Appropriate Box if a Member of a Group (a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

New York

Number of Shares

5. Sole Voting Power

Beneficially

0

Owned by Each

6. Shared Voting Power

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Reporting Person 1,276,443
With 7. Sole Dispositive Power
0
8. Shared Dispositive Power
1,276,443
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,276,443
10. Check if the Aggregate Amount in Row 9 Excludes Certain Shares []
11. Percent of Class Represented by Amount in Row 9
7.4%
12. Type of Reporting Person
BD

CUSIP No. 28246N 10 2 SCHEDULE 13G

1. Names of Reporting Person
Lazard Technology Partners LP
I.R.S. Identification Nos. of above persons (entities only).
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) []
(b) [x]
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware

Number of Shares 5. Sole Voting Power
Beneficially 0
Owned by Each 6. Shared Voting Power
Reporting Person 1,276,443
With 7. Sole Dispositive Power
0
8. Shared Dispositive Power
1,276,443

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,276,443

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11. Percent of Class Represented by Amount in Row (9)

7.4%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 28246N 10 2

SCHEDULE 13G

1. Name of Reporting Person

Lazard Technology Partners II LP

I.R.S. Identification No. of Above Person (entities only)

52-2230283

2. Check the Appropriate Box if a Member of a Group (a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares

5. Sole Voting Power

Beneficially

0

Owned by Each

6. Shared Voting Power

Reporting Person

1,276,443

With

7. Sole Dispositive Power

0

8. Shared Dispositive Power

1,276,443

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,276,443

10. Check if the Aggregate Amount in Row 9 Excludes Certain Shares

11. Percent of Class Represented by Amount in Row 9

7.4%

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12. Type of Reporting Person

PN

CUSIP No. 28246N 10 2

SCHEDULE 13G

1. Name of Reporting Person

Lazard Technology Investors (1999) LLC

I.R.S. Identification No. of Above Person (entities only)

2. Check the Appropriate Box if a Member of a Group (a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares

5. Sole Voting Power

Beneficially

0

Owned by Each

6. Shared Voting Power

Reporting Person

1,276,443

With

7. Sole Dispositive Power

0

8. Shared Dispositive Power

1,276,443

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,276,443

10. Check if the Aggregate Amount in Row 9 Excludes Certain Shares

11. Percent of Class Represented by Amount in Row 9

7.4%

12. Type of Reporting Person

OO

CUSIP No. 28246N 10 2

SCHEDULE 13G

1. Name of Reporting Person

Lazard Technology Partners LLC

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I.R.S. Identification No. of Above Person (entities only)

2. Check the Appropriate Box if a Member of a Group (a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares 5. Sole Voting Power

Beneficially 0

Owned by Each 6. Shared Voting Power

Reporting Person 1,276,443

With 7. Sole Dispositive Power

0

8. Shared Dispositive Power

1,276,443

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,276,443

10. Check if the Aggregate Amount in Row 9 Excludes Certain Shares

11. Percent of Class Represented by Amount in Row 9

7.4%

12. Type of Reporting Person

OO

This Schedule 13G (the "Schedule 13G") is filed by Lazard Freres & Co. LLC, Lazard Technology Partners LP, Lazard Technology Partners LLC, Lazard Technology Investors (1999) LLC and Lazard Technology Partners II LP to disclose the acquisition of more than five percent of the common stock, \$0.001 par value per share, (the "Common Stock") of 800America.com, Inc. (the "Issuer"). The Common Stock is registered under Section 12 of the Securities Exchange Act of 1934 (the "Exchange Act"). Each Reporting Person acknowledges responsibility with respect to the information provided as to such signatory, but assumes no responsibility with respect to the information provided as to any other signatory.

Item 1.

(a) The name of the Issuer is 800America.com, Inc.

(b) The principal executive offices of the Issuer are located at 1929 So. 21st Avenue, Nashville, Tennessee 37212.

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Item 2.

- (a) Lazard Freres & Co. LLC
- (b) 30 Rockefeller Plaza, New York, New York 10020
- (c) New York Limited Liability Company
- (d) Common Stock, \$0.001 par value per share
- (e) CUSIP Number: 28246N 10 2

- (a) Lazard Technology Partners LP and Lazard Technology Partners II LP
- (b) 30 Rockefeller Plaza, New York, New York 10020
- (c) Delaware Limited Partnerships
- (d) Common Stock, \$0.001 par value per share
- (e) CUSIP Number: 28246N 10 2

- (a) Lazard Technology Partners LLC and Lazard Technology Investors (1999) LLC
- (b) 30 Rockefeller Plaza, New York, New York 10020
- (c) Delaware Limited Liability Companies
- (d) Common Stock, \$0.001 par value per share
- (e) CUSIP Number: 28246N 10 2

Item 3.

- (a) Lazard Freres & Co. LLC is a broker-dealer registered under Section 15 of the Exchange Act.
- (b) Lazard Technology Partners LP, Lazard Technology Partners LLC, Lazard Technology Investors (1999) LLC and Lazard Technology Partners II LP (collectively, the "LTP Entities") are filing pursuant to Rule 13d-1(c): (i) the LTP Entities have not acquired the securities of the Issuer with any purpose, or with the effect of, changing or influencing the control of the issuer, or in connection with or as a participant in any transaction having that purpose or effect, including any transaction subject to Rule 13d-3(b); (ii) the LTP Entities are not persons reporting pursuant to paragraph (b)(1) of Rule 13d-1; (iii) the LTP Entities are not directly or indirectly the beneficial owners of 20 percent or more of the Common Stock.

Item 4.

The following information is common to all reporting persons.

- (a) Amount Beneficially Owned: 1,276,443
- (b) Percent of Class: 7.4
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote-none
 - (ii) shared power to vote or to direct the vote-1,276,443
 - (iii) sole power to dispose or to direct the disposition of-none
 - (iv) shared power to dispose or to direct the disposition of-1,276,443

Item 5.

Not applicable.

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Item 6.

Not applicable.

Item 7.

Not applicable.

Item 8.

Not applicable.

Item 9.

Not applicable.

Item 10.

(a) For Lazard Freres & Co. LLC-By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

(b) For the LTP Entities-By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

Date: December 10, 2001

Lazard Freres & Co. LLC

Lazard Technology Partners LP
By LTP Technology LLC,
its general partner

By: /s/ Donald E. Klein

By: /s/ R.E. Planitzer

Donald E. Klein
Vice President

Russell Planitzer
Managing Member

Lazard Technology Partners LLC

Lazard Technology Investors
(1999) LLC

By Lazard Technology Management LLC,
its Managing Member

By Lazard Technology Management
its Managing Member

By Lazard Freres & Co. LLC
its Managing Member

By Lazard Freres & Co. LLC
its Managing Member

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By: /s/ R.E. Planitzer

By: /s/ R.E. Planitzer

Russell Planitzer, Managing Director

Russell Planitzer,
Managing Director

Lazard Technology Partners II LP
By Lazard Technology Management LLC,
its general partner
By Lazard Freres & Co. LLC,
Its Managing Member

By: /s/ R.E. Planitzer

Russell Planitzer, Managing Director

JOINT ACQUISITION STATEMENT PURSUANT TO
RULE 13d-1(k)

The undersigned hereby agree that this document shall be filed on behalf of each of them.

Lazard Freres & Co. LLC

Lazard Technology Partners LP
By LTP Technology LLC,
its general partner

By: /s/ Donald E. Klein

By: /s/ R.E. Planitzer

Donald E. Klein
Vice President

Russell Planitzer
Managing Member

Lazard Technology Partners LLC

Lazard Technology Investors
(1999) LLC

By Lazard Technology Management LLC,
its Managing Member
By Lazard Freres & Co. LLC
its Managing Member

By Lazard Technology Management
its Managing Member
By Lazard Freres & Co. LLC
its Managing Member

By: /s/ R.E. Planitzer

By: /s/ R.E. Planitzer

Russell Planitzer, Managing Director

Russell Planitzer,
Managing Director

Lazard Technology Partners II LP
By Lazard Technology Management LLC,
its general partner
By Lazard Freres & Co. LLC,
Its Managing Member

By: /s/ R.E. Planitzer

Russell Planitzer, Managing Director