

Edgar Filing: ARTISTDIRECT INC - Form SC 13G/A

ARTISTDIRECT INC  
Form SC 13G/A  
October 26, 2001

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G/A  
(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

AMENDMENT NO. 1

ARTISTdirect, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

-----  
(Title of Class of Securities)

04315D400\*

-----  
(CUSIP Number)

December 31, 2000

-----  
(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)

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\* This is the new CUSIP number that was assigned to the Issuer after a  
1-for-10 reverse split of the Issuer's Common Stock in July 2001. The  
Issuer's old CUSIP number was 04315D103.

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CUSIP NO. 04315D400

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Constellation Venture Capital, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

226,379\*\*

7. SOLE DISPOSITIVE POWER

8. SHARED DISPOSITIVE POWER

226,379\*\*

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

226,379\*\*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.4%

12. TYPE OF REPORTING PERSON

PN

\*\* All share numbers have been adjusted to reflect a 1-for-10 reverse split of the Issuer's Common Stock in July 2001.

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Constellation Ventures (BVI)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5. SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

48,734\*\*

7. SOLE DISPOSITIVE POWER

8. SHARED DISPOSITIVE POWER

48,734\*\*

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

48,734\*\*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.4%

12. TYPE OF REPORTING PERSON

PN

\*\* All share numbers have been adjusted to reflect a 1-for-10 reverse split of the Issuer's Common Stock in July 2001.

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Clifford H. Friedman

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

275,113\*\*

7. SOLE DISPOSITIVE POWER

8. SHARED DISPOSITIVE POWER

275,113\*\*

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

275,113\*\*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.7%

12. TYPE OF REPORTING PERSON

IN

\*\* All share numbers have been adjusted to reflect a 1-for-10 reverse split of the Issuer's Common Stock in July 2001.

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EXPLANATORY NOTE

This Amendment No. 1 to Schedule 13G, originally filed with the Securities and Exchange Commission on August 9, 2001 (the "Schedule 13G"), is being filed solely for the purpose of correcting a clerical error in the allocation of the ownership of the shares of Common Stock of ARTISTdirect, Inc. ("Issuer") held by Constellation Venture Capital, L.P. and Constellation Ventures (BVI) set forth on the Schedule 13G. There are no changes in the aggregate beneficial ownership of the Issuer's Common Stock by Constellation Venture Capital, L.P., Constellation Ventures (BVI) or Clifford H. Friedman.

ITEM 1(a). NAME OF ISSUER:

ARTISTdirect, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

5670 Wilshire Boulevard, Suite 200  
Los Angeles, CA 90036

ITEM 2(a). NAME OF PERSON FILING:

See respective cover pages

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICES OR, IF NONE, RESIDENCE:

575 Lexington Avenue  
New York, NY 10022

ITEM 2(c). CITIZENSHIP

Constellation Venture Capital, L.P. is a limited partnership organized under the laws of the United States. Constellation Ventures (BVI) is an international business company organized under the laws of the British Virgin Islands. Clifford H. Friedman is a citizen of the United States.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$0.01 per share

ITEM 2(e). CUSIP NUMBER:

04315D400\*

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

Not Applicable

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\* This is the new CUSIP number that was assigned to the Issuer after a 1-for-10 reverse split of the Issuer's Common Stock in July 2001. The Issuer's old CUSIP number was 04315D103.

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ITEM 4. OWNERSHIP.

- (a) Amount Beneficially Owned: See respective cover pages
- (b) Percent of Class: See respective cover pages
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote:  
See respective cover pages
  - (ii) shared power to vote or to direct the vote:  
See respective cover pages
  - (iii) sole power to dispose or to direct the disposition  
of: See respective cover pages
  - (iv) shared power to dispose or to direct the  
disposition of: See respective cover pages

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not Applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not Applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

See Exhibit A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable

ITEM 10. CERTIFICATIONS.

Not Applicable

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CUSIP NO. 04315D400  
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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.

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Constellation Venture Capital, L.P.

October 26, 2001

-----  
Date

/s/ CLIFFORD H. FRIEDMAN

-----  
(Signature)

Name: Clifford Friedman

Title: Managing Partner

Constellation Ventures (BVI)

October 26, 2001

-----  
Date

/s/ CLIFFORD H. FRIEDMAN

-----  
(Signature)

Name: Clifford Friedman

Title: Managing Partner

Clifford H. Friedman

October 26, 2001

-----  
Date

/s/ CLIFFORD H. FRIEDMAN

-----  
(Signature)

EXHIBIT A

MEMBERS OF FILING GROUP

Constellation Venture Capital, L.P.\*\*\*

Constellation Ventures (BVI)\*\*\*

Clifford H. Friedman\*\*\*

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\*\*\* Constellation Venture Capital, L.P. and Constellation Ventures (BVI) are affiliated entities. Clifford H. Friedman is President and Chief Executive Officer of Constellation Ventures (BVI) and a member of Constellation Ventures Management, LLC, the general partner of Constellation Venture Capital, L.P.