

MEDIABAY INC  
Form 4  
March 22, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
**HERRICK NORTON**

(Last) (First) (Middle)

**C/O THE HERRICK COMPANY, INC., 2 RIDGEDALE AVENUE**

(Street)

**CEDAR KNOLLS, NJ 07927**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MEDIABAY INC [MBAY]**

3. Date of Earliest Transaction (Month/Day/Year)  
**03/19/2005**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/19/2005		C		1,907,857	A	\$ 0.56	4,912,107	D	
Common Stock	03/19/2005		C		3,543,303	A	\$ 0.56	8,455,410	D	
Common Stock	03/19/2005		C		892,857	A	\$ 0.56	9,348,267	D	
Common Stock	03/19/2005		C		1,428,571	A	\$ 0.56	1,428,571	I	By Huntingdon
Common Stock	03/19/2005		C		4,464,285	A	\$ 0.56	5,892,856	I	By Huntingdon

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Common Stock	03/21/2005	S	3,198,053	D	\$ <u>(1)</u> 0.55	6,150,214	D	
Common Stock	03/21/2005	S	5,892,856	D	\$ <u>(2)</u> 0.55	0	I	By Huntingdon

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Series A Convertible Preferred Stock	\$ 0.56	03/19/2005		C	\$ 1,068,400	<u>(3)</u>	<u>(3)</u>	Common Stock
Convertible Senior Note due September 30, 2007	\$ 0.56	03/19/2005		C	\$ 1,984,250	10/03/2002	09/30/2007	Common Stock
Convertible Senior Note due September 30, 2007	\$ 0.56	03/19/2005		C	\$ 500,000	10/31/2002	09/30/2007	Common Stock
Convertible Senior Note due September 30, 2007	\$ 0.56	03/19/2005		C	\$ 800,000	10/03/2002	09/30/2007	Common Stock
Convertible Senior Note due September	\$ 0.56	03/19/2005		C	\$ 2,500,000	10/03/2002	09/30/2007	Common Stock

30, 2007

Common  
Stock

Warrants (right to buy)	\$ 0.53	03/21/2005	S	1,599,027	05/25/2004	05/25/2014	Common Stock	1,
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Common  
Stock

Warrants (right to buy)	\$ 0.53	03/21/2005	S	2,946,428	05/25/2004	05/25/2014	Common Stock	2,
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Common  
Stock

Warrants (right to buy)	\$ 0.53	03/21/2005	J <sup>(4)</sup>	3,000,000	05/25/2004	05/25/2014	Common Stock	3,
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Common  
Stock

Warrants (right to buy)	\$ 0.53	03/21/2005	J <sup>(4)</sup>	3,000,000	05/25/2004	05/25/2014	Common Stock	3,
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Common  
Stock

Warrants (right to buy)	\$ 0.53	03/21/2005	G <sup>(5)</sup>	3,000,000	05/25/2004	05/25/2014	Common Stock	3,
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERRICK NORTON C/O THE HERRICK COMPANY, INC. 2 RIDGEDALE AVENUE CEDAR KNOLLS, NJ 07927		X		

## Signatures

/s/ Norton  
Herrick

03/22/2005

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(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).

(1)

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The Reporting Person sold an aggregate of 3,198,053 shares of Common Stock and Warrants to purchase an aggregate of 1,599,027 shares of Common Stock for proceeds of \$1,758,929.20, or a price of \$0.55 per share of Common Stock and 1/2 warrant to purchase a share of Common Stock.

- Huntingdon Corporation sold an aggregate of 5,892,856 shares of Common Stock and Warrants to purchase an aggregate of 2,946,428
- (2) shares of Common Stock for proceeds of \$3,241,070.80, or a price of \$0.55 per share of Common Stock and 1/2 warrant to purchase a share of Common Stock.
  - (3) The Series A Convertible Preferred Stock was immediately convertible and has no expiration date.
  - (4) Represents a distribution by Huntingdon Corporation to the Reporting Person, its sole stockholder.
  - (5) Represents gifts by the Reporting Person of warrants to purchase 1,000,000 shares to each of his three emancipated adult sons.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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