

Edgar Filing: OPENTV CORP - Form SC 13G

OPENTV CORP
Form SC 13G
January 22, 2001

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

SCHEDULE 13G
(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)*

OpenTV Corp.

(Name of Issuer)

Class A Ordinary Shares, no par value

(Title of Class of Securities)

G6754310

(CUSIP Number)

January 11, 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)

/x/ Rule 13d-1(c)

/ / Rule 13d-1(d)

*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 disclosures provided in a prior cover page.

The information required on 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 ("Act") 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).

SCHEDULE 13G

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CUSIP No. G6754310

Page 2 of 8 Pages

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

 AOL Time Warner Inc.
 13-4099534

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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	0
	6	SHARED VOTING POWER	4,054,054 (1) (2)
	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	4,054,054 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING
 PERSON 4,054,054 (1)

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

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 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 12.3% (3)

12 TYPE OF REPORTING PERSON* HC
 =====

*SEE INSTRUCTIONS BEFORE FILLING OUT!

- (1) Includes 2,027,027 Class A Ordinary Shares subject to immediately exercisable warrants.
- (2) See response to Item 4(c)(ii).
- (3) Calculated pursuant to Rule 13d-3(d).

SCHEDULE 13G

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CUSIP No.G6754310

Page 3 of 8 Pages

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

America Online, Inc.
 54-1322110

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	0
BENEFICIALLY	-----	-----	-----
OWNED	-----	-----	-----
BY EACH	6	SHARED VOTING POWER	1,801,802 (1) (2)
REPORTING	-----	-----	-----
PERSON WITH	-----	-----	-----

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	7	SOLE DISPOSITIVE POWER	0

	8	SHARED DISPOSITIVE POWER	1,801,802 (1)
=====			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON		1,801,802 (1)

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

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		5.5% (6)

12	TYPE OF REPORTING PERSON*		CO

=====

*SEE INSTRUCTIONS BEFORE FILLING OUT!

- (1) Includes 900,901 Class A Ordinary Shares subject to immediately exercisable warrants.
- (2) See response to Item 4(c) (ii).
- (3) Calculated pursuant to Rule 13d-3(d).

SCHEDULE 13G

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CUSIP No. G6754310 Page 4 of 8 Pages

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

Time Warner Inc.
13-3527249

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* /a/
/b/

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	0
	6	SHARED VOTING POWER	2,252,252 (1) (2)
	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	2,252,252 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON 2,252,252 (1)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.8% (3)

12 TYPE OF REPORTING PERSON* CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

- (1) Includes 1,126,126 Class A Ordinary shares subject to immediately exercisable warrants.
- (2) See response to Item 4(c) (ii).
- (3) Calculated pursuant to Rule 13d-3(d).

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CUSIP No. G6754310

Page 5 of 8 Pages

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

 TWI-OTV Holdings Inc.
 13-4085995

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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	0
	6	SHARED VOTING POWER	2,252,252 (1) (2)
	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	2,252,252 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY
 REPORTING PERSON 2,252,252 (1)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.8% (3)

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12 TYPE OF REPORTING PERSON* CO

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

- (1) Includes 1,126,126 Class A Ordinary Shares subject to immediately exercisable warrants.
(2) See response to Item 4(c)(ii).
(3) Calculate pursuant to rule 13d-3(d).

Cusip No. G6754310

Page 6 of 8

Pages

The Statement is being filed solely to reflect the combination (the "Holding Company Transaction") on January 11, 2001 of America Online, Inc. ("AOL") and Time Warner Inc. ("Time Warner"), in connection with which (1) each of AOL and Time Warner became a wholly owned subsidiary of AOL Time Warner Inc. ("AOL Time Warner") and (2) AOL Time Warner became the ultimate beneficial owner of the Class A Ordinary Shares (the "Class A Shares") of OpenTV Corp. beneficially owned indirectly by Time Warner and directly by AOL, each a direct wholly-owned subsidiary of AOL Time Warner.

Item 1(a) Name of Issuer

OpenTV Corp.

Item 1(b) Address of Issuer's Principal Executive Offices:

401 East Middlefield Road
Mountainview, CA 94043

Item 2(a) Name of Person Filing:

AOL Time Warner Inc.

Item 2(b) Address of Principal Business Office or, if None, Residence:

75 Rockefeller Plaza
New York, NY 10019

Item 2(c) Citizenship: Delaware

Item 2(d) Title of Class of Securities:

Class A Ordinary Shares

Item 2(e) CUSIP Number:

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G6754310

- 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:
- (a) / / Broker or dealer registered under Section 15 of the Exchange Act.
 - (b) / / Bank as defined in Section 3(a)(6) of the Exchange Act.
 - (c) / / Insurance company as defined in Section 3(a)(19) of the Exchange Act.
 - (d) / / Investment company registered under Section 8 of the Investment Company Act.
 - (e) / / An investment adviser in accordance with Rule 13d-1 (b) (1) (ii) (E);
 - (f) / / An employee benefit plan or endowment fund in accordance with Rule 13d-1(b) (1) (ii) (F);
 - (g) / / A parent holding company or control person in accordance with Rule 13d-1(b) (1) (ii) (G);
 - (h) / / A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
 - (i) / / A church plan that is excluded from the definition of an investment company under Section 3(c) (14) of the Investment Company Act;
 - (j) / / Group, in accordance with Rule 13d-1(b) (1) (ii) (J).

If this statement is filed pursuant to Rule 13d-1(c),
check this box. /x/

Cusip No. G6754310

Page 7 of 8 Pages

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the Issuer identified in Item 1.

- (a) Amount beneficially owned:

4,054,054 (1)

- (b) Percent of Class:

12.3% (2)

- (c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote 0 ,

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(ii)	Shared power to vote or to direct the vote	4,054,054 (1), (3),
(iii)	Sole power to dispose or to direct the disposition of,	0 ,
(iv)	Shared power to dispose or to direct the disposition of	4,054,054 (1) ,

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.

TWI-OTV Holdings Inc. (a wholly owned indirect subsidiary of AOL Time Warner Inc.) - CO - 2,252,252 shares (4)

America Online, Inc. (a wholly owned direct subsidiary of AOL Time Warner Inc.) - CO - 1,801,802 (5)

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

-
- (1) Includes 2,027,027 Class A Ordinary Shares subject to immediately exercisable warrants.
 - (2) Calculated pursuant to Rule 13d-3(d).
 - (3) Solely as a result of an agreement among TWI-OTV Holdings, Inc., LDIG OTV, Inc., General Instrument Corporation, America Online, Inc. and News America Incorporated to vote their shares in favor of each others' directors pursuant to an Investors' Rights' Agreement dated as of October 23, 1999 (the "Investors Agreement"), AOL Time Warner may be deemed the beneficial owner of 2,252,250 Class A Ordinary Shares owned by LDIG OTV, Inc.; 1,126,126 Class A Ordinary by Shares owned General Instrument Corporation and 2,252,252 Class A Ordinary shares owned by News America Incorporated. AOL Time Warner Inc. disclaims beneficial ownership of the shares covered by the Investors Agreement and owned by LDIG OTV, Inc., General Instrument Corporation, and News America Incorporated.
 - (4) Includes 1,126,126 Class A Ordinary Shares subject to immediately exercisable warrants.
 - (5) Includes 900,901 Class A Ordinary shares subject to immediately exercisable warrants.

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Item 10. Certifications.

By signing below the undersigned certifies that, to the best of the undersigned's 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.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, correct and complete.

Date: January 22, 2001

AOL TIME WARNER INC.

By: /s/ J. Michael Kelly

Name: J. Michael Kelly
Title: Executive Vice President
and Chief Financial Officer

AMERICA ONLINE, INC.

By: /s/ Randall Boe

Name: Randall Boe
Title: Senior Vice President
and General Counsel

TIME WARNER INC.

By: /s/ Spencer B. Hays

Name: Spencer B. Hays
Title: Senior Vice President
and Deputy General Counsel

TWI-OTV HOLDINGS INC.

By: /s/ Spencer B. Hays

Name: Spencer B. Hays
Title: Vice President and Secretary

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Exhibit 1

JOINT FILING AGREEMENT

AOL Time Warner Inc., America Online, Inc., Time Warner Inc. and TWI-OTV Holdings Inc., each hereby agrees, in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934 (the "Act"), as amended, that the Amended Statement on Schedule 13G filed herewith, and any amendments thereto, relating to the Class A Ordinary Shares, no par value, of OpenTV Corp., is, and will be, filed jointly on behalf of each such person.

Dated: January 22, 2001

AOL TIME WARNER INC.

By: /s/ J. Michael Kelly

Name: J. Michael Kelly
Title: Senior Vice President
& Chief Financial
Officer

AMERICA ONLINE, INC.

By: /s/ Randall Boe

Name: Randall Boe
Title: Senior Vice President
& General Counsel

TIME WARNER INC.

By: /s/ Spencer B. Hays

Name: Spencer B. Hays
Title: Vice President and
Deputy General Counsel

TWI-OTV HOLDINGS INC.

By: /s/ Spencer B. Hays

Name: Spencer B. Hays
Title: Vice President
& Secretary