

AUDIBLE INC
Form 3
March 21, 2008

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 | |
| AMAZON COM INC | | | 03/11/2008 | | AUDIBLE INC [ADBL] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 1200 12TH AVENUE | | | (Check all applicable) | | | |
| SOUTH, SUITE 1200 | | | <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) |
| SEATTLE, WA 98144-2734 | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

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) |
|------------------------------------|--|---|--|
| Common Stock, \$0.01 par value | 23,643,434 ⁽¹⁾ ₍₂₎ | I ⁽³⁾ | By AZBC Holdings, Inc. |

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)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

Edgar Filing: AUDIBLE INC - Form 3

| | | | |
|-------------|------------|-----------|-------------|
| Date | Expiration | Amount or | or Indirect |
| Exercisable | Date | Number of | (I) |
| | | Shares | (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| AMAZON COM INC 1200 12TH AVENUE SOUTH SUITE 1200 SEATTLE, WA 98144-2734 | Â | Â X | Â | Â |

Signatures

| | |
|--|---------------------|
| /s/ Amazon.com, Inc., Attorney in Fact | 03/21/2008 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) On March 11, 2008, AZBC Holdings, Inc. ("AZBC Holdings"), a wholly owned subsidiary of Amazon.com, Inc. ("Amazon"), acquired 20,586,922 shares of common stock, par value \$0.01 (the "Shares"), of Audible, Inc. ("Audible") pursuant to AZBC Holdings' offer to purchase (the "Offer") all of the outstanding common stock of Audible. On March 14, 2008, at the expiration of the subsequent offering period for the Offer, AZBC Holdings had acquired 21,487,967 Shares. Prior to commencement of the Offer, AZBC Holdings held 613,343 Shares. On March 17, 2008, AZBC Holdings purchased directly from Audible an additional 1,542,124 Shares in connection with the exercise of the option for purchase granted to AZBC Holdings in the Agreement and Plan of Merger, dated January 30, 2008, by and among Amazon, AZBC Holdings and Audible. Following completion of the Offer, AZBC Holdings merged with and into Audible, causing Amazon to control Audible. (Continued footnote 2)
- (2) As of March 19, 2008, all of Audible's common stock had been deregistered.
- (3) AZBC Holdings is a direct, wholly owned subsidiary of Amazon, and as a result Amazon and AZBC Holdings may be deemed to share beneficial ownership of the shares shown as beneficially owned by Amazon.

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.