

VYYO INC
Form 3
April 09, 2007

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 | |
| Â GOLDMAN SACHS GROUP INC/ | | | (Month/Day/Year) | VYYO INC [VYYO] | |
| (Last) | (First) | (Middle) | 03/28/2007 | | |
| 85 BROAD ST | | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | | (Check all applicable) | | |
| NEW YORK, Â NY Â 10004 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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 | 1,651,583 | I | See Footnotes ⁽¹⁾ ⁽²⁾ |

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) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|----------------------------|----------------------------|-------------------------|
| 5% Convertible Note due March 27, 2012 | Â (3) | 03/27/2012 | Common Stock (3) | \$ 10 | I See Footnotes (1) (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC/ 85 BROAD ST NEW YORK, NY 10004 | Â | Â X | Â | Â |
| GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004 | Â | Â X | Â | Â |

Signatures

/s/ Yvette Kosic,
Attorney-in-fact 04/09/2007

__Signature of Reporting Person Date

/s/ Yvette Kosic,
Attorney-in-fact 04/09/2007

__Signature of Reporting Person Date

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) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs" and, together with GS Group, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group.
- (2) Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 1,651,583 shares of common stock, par value \$.0001 per share ("Common Stock") of Vyyo Inc. (the "Company").

Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly \$35,000,000 in aggregate principal amount of the Company's 5% Convertible Note due March 27, 2012 ("Convertible Note"). The Convertible Note is convertible at any time at the holder's option into shares of Common Stock determined by dividing the aggregate principal amount by a conversion price of \$10.00 per share, subject to adjustment. Pursuant to the terms of the Convertible Note, the holder of the Convertible Note shall not have the right to convert any portion of the Convertible Note into Common Stock to the extent that after giving effect to such conversion and taking into account all other shares of Common Stock beneficially owned by the holder, such holder would beneficially own in excess of 14.8% of the Common Stock outstanding.
- (3)

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.