

Edgar Filing: RENTRAK CORP - Form SC 13G/A

RENTRAK CORP
Form SC 13G/A
February 13, 2004

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. 3)1

Rentrak Corporation

(Name of Issuer)

Common Stock, \$.001 par value

(Title of Class of Securities)

760174 10 2

(CUSIP Number)

December 31, 2003

(Date of Event Which Requires Filing of this Statement)

Check 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)

1The 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 the disclosures provided in a prior cover page.

The information required in 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).

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1	NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
	Neil Gagnon
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [X]
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America
	5 SOLE VOTING POWER 284,376
	6 SHARED VOTING POWER 174,405
	7 SOLE DISPOSITIVE POWER 257,271
	8 SHARED DISPOSITIVE POWER 567,867
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 825,138
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.6%
12	TYPE OF REPORTING PERSON* IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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Item 1(a) Name of Issuer:

Rentrak Corporation

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

7700 N.E. Ambassador Place
Portland, Oregon 97220

Item 2(a) Name of Person Filing:

Neil Gagnon

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

1370 Avenue of the Americas
Suite 2002
New York, NY 10019

Item 2(c) Citizenship:

United States of America

Item 2(d) Title of Class of Securities:

Common Shares, par value \$.001 per share

Item 2(e) CUSIP Number:

760174 10 2

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

Item 4 Ownership.

Item 4(a) Amount Beneficially Owned:

As of December 31, 2003, Neil Gagnon beneficially owned 825,138 shares of Common Stock of Rentrak Corporation, which amount includes (i) 173,320 shares beneficially owned by Mr. Gagnon over which he has sole voting and sole dispositive power; (ii) 26,775 shares beneficially owned by Mr. Gagnon over which he has sole voting and shared dispositive power; (iii) 100,060 shares beneficially owned by Lois Gagnon, Mr. Gagnon's wife, over which he has shared voting and shared dispositive power; (iv) 39,065 shares held by the Lois E. and Neil E. Gagnon Foundation (the "Foundation"), of which Mr. Gagnon is a trustee and over which he has shared voting and

shared dispositive power; (v) 35,280 shares held by the Gagnon Family Limited Partnership (the "Partnership") of which Mr. Gagnon is a partner and over which he has shared voting and shared dispositive power; (vi) 28,390 shares held by the Gagnon Grandchildren Trust (the "Trust") over which Mr. Gagnon has shared dispositive but no voting power; (vii) 83,601 shares held by a hedge fund (of which Mr. Gagnon is the principal) over which Mr. Gagnon has sole dispositive

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and sole voting power; (viii) 350 shares held by the Gagnon Securities LLC P/S Plan (the "Plan") (of which Mr. Gagnon is a Trustee) over which Mr. Gagnon has sole dispositive and sole voting power; (ix) 330 shares held by the Plan over which Mr. Gagnon has shared dispositive and sole voting power; and (x) 337,967 shares held for certain customers of Gagnon Securities LLC (of which Mr. Gagnon is the Managing Member and the principal owner) over which shares Mr. Gagnon has shared dispositive but no voting power.

Item 4(b) Percent of Class:

8.6% beneficially owned by Mr. Gagnon. Calculation of percentage of beneficial ownership is based on 9,617,213 shares of Issuer's Common Stock outstanding on October 31, 2003 as reported by the Issuer in its Quarterly Report filed on Form 10-Q for the period ended September 30, 2003.

Item 4(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: 284,376
- (ii) shared power to vote or to direct the vote: 174,405
- (iii) sole power to dispose or to direct the disposition of: 257,271
- (iv) shared power to dispose or to direct the disposition of: 567,867

Items 5-9. Not applicable.

Filing of this statement by the Reporting Person shall not be deemed an admission that he beneficially owns the securities reported herein as held in customer accounts at Gagnon Securities LLC or by the Foundation, the Partnership, the Trust or the Plan. Mr. Gagnon expressly disclaims beneficial ownership of all securities held in such customer accounts or by the Foundation, the Partnership, the Trust or the Plan. No single client's interest as reported in the customer accounts at Gagnon Securities LLC exceeds 5% of the outstanding Common Stock.

Item 10 Certification.

By signing below I certify that, to the best of my 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.

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.

February 12, 2004

Date

/s/ Neil Gagnon

Neil Gagnon

