

Edgar Filing: GENESISINTERMEDIA INC - Form 3

GENESISINTERMEDIA INC
Form 3
July 11, 2001

FORM 3

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

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(f) of the
Investment Company Act of 1940

OMB Approval

OMB Number - 3235-0287

Expires: December 31, 2001

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1. Name and Address of Reporting Person*

Icahn Carl C.
(Last) (First) (Middle)

c/o Icahn Associates Corp.
767 Fifth Avenue, Suite 4700
(Street)

New York New York 10153
(City) (State)

2. Date of Event Requiring Statement
(Month/Day/Year)

7/02/01

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

GenesisIntermedia, Inc. (GENI)

5. Relationship of Reporting Person to Issuer
(Check all applicable)

_____ Director x 10% Owner

_____ Officer _____ Other (specify below)
(give title below)

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6. If Amendment, Date of Original (Month/Day/Year)

N/A

7. Individual or Joint/Group Filing (check applicable line)

___ Form filed by One Reporting Person

x 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)

N/A

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)

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

*If the form is filed by more than one reporting person, see Instruction 5(b) (v).

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares		
Warrants	July 2, 2001 July 1, 2005	Common Stock \$.001 par ("Shares")	2,000,000 \$ 9.00	I
Warrants	July 2, 2001 July 1, 2005	Shares	1,000,000 \$4.00	I
Warrants	July 2, 2001 July 1, 2005	Shares	1,000,000 \$2.00	I
Options to Purchase	July 2, 2001 July 1, 2005	Shares	1,000,000 \$2.00	I
Option to Purchase	July 2, 2001 July 1, 2005	Shares	500,000 \$4.00	I

Explanation of Responses:

Riverdale, LLC (Riverdale) directly beneficially owns the securities shown in Table II. Mr. Icahn may, by virtue of his ownership of 100% interest in Riverdale, be deemed to beneficially own the securities as to which Riverdale possesses direct beneficial ownership. Mr. Icahn disclaims beneficial ownership of such securities for all other purposes.

/s/ Carl C. Icahn
 **Signature of Reporting Person
 Carl C. Icahn

July 10, 2001
 Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

JOINT FILER INFORMATION

Name: Riverdale, LLC

Address: 100 South Bedford Road
Mt. Kisco, New York 10549

Designated
Filer: Carl C. Icahn

Issuer: GenesisIntermedia, Inc.

Date of
Event: June 2, 2001

Signature: By: /s/ Edward E. Mattner
Name: Edward E. Mattner
Title: Manager