HFTP INVESTMENT LLC Form SC 13G/A February 13, 2002

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

SCHEDULE 13G (Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2
Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

(Amenament No. 1) *
MicroStrategy Incorporated
(Name of Issuer)
Common Stock - Class A
(Title of Class of Securities)
594972101
(CUSIP Number)
December 31, 2001
Date of Event Which Requires Filing of the 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).
Page 1 of 17
Cusip No. 594972101 13G Page 2 of 17 Pages

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

	Name HFTP Investment, L.	L.C.			
2.	CHECK THE APPROPRIATE BO	OX IF A	MEMBER OF A GROUP*	(a) (b)	. ,
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF Delaware limited liabili U.S.A.				
	NUMBER OF	5.	SOLE VOTING POWER		
	SHARES BENEFICIALLY  OWNED BY  EACH  REPORTING  PERSON	6.	SHARED VOTING POWER 650 shares of Series and Preferred Stock (cc. 2,108,336 shares of Stock)/1/ 530 shares of Series and Preferred Stock (cc. 424,000 shares of Stock)/2/	onvertik f Class B Conver onvertik	ole into A Common rtible ole into
	WITH	7.	SOLE DISPOSITIVE POWE:	R	
		8.	SHARED DISPOSITIVE PO	WER	
9.	AGGREGATE AMOUNT BENEFIC	CIALLY	OWNED BY EACH REPORTING	PERSON	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Approximately 5.5% as of December 31, 2001. (Based on 43,192,074 shares of Class A Common Stock issued and outstanding as of November 1, 2001, plus the shares of Class A Common Stock issuable upon the conversion of the Series A Convertible Preferred Stock and Series B Convertible Preferred Stock referred to in Row 6 above.)				
12.	TYPE OF REPORTING PERSON	1*			

/1// The Series A Convertible Preferred Stock also accrues dividends at a rate of 7.0% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item 4. /2// The Series B Convertible Preferred Stock also accrues dividends at a rate of 12.5% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item Page 2 of 17 Cusip No. 594972101 13G Page 3 of 17 Pages 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Name Promethean Asset Management, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) (b) [\_] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited liability company U.S.A. 5. SOLE VOTING POWER 0 NUMBER OF SHARES 6. SHARED VOTING POWER BENEFICIALLY 650 shares of Series A Convertible Preferred Stock (convertible into OWNED BY 2,108,336 shares of Class A Common Stock)/1/ EACH 530 shares of Series B Convertible Preferred Stock (convertible into 424,000 shares of Class A Common REPORTING Stock)/2/ PERSON \_\_\_\_\_ WITH 7. SOLE DISPOSITIVE POWER 0

		8.	SHARED DISPOSITI		
9.	AGGREGATE AMOUN		WNED BY EACH REPO	RTING PERSON	
10.	CHECK BOX IF TH	HE AGGREGATE AMOU	NT IN ROW (9) EXC	LUDES CERTAI	N SHARES*
				_]	]
11.	Approximately 5 shares of Class 1, 2001, plus to conversion of the shares are shared as the shares are shared as the shares are shared as the shared are shared as the shar	5.5% as of Decemb s A Common Stock the shares of Cla the Series A Conv	AMOUNT IN ROW (9 er 31, 2001. (Bas issued and outsta ss A Common Stock ertible Preferred erred to in Row 6	sed on 43,192 anding as of 1 issuable upod Stock and So	November on the
12.	TYPE OF REPORTI	NG PERSON*			
discretion Footnote	on of the Issuer, 3 in Item 4.	on the first da	r Class A Common y of each calenda tock also accrues	ar quarter. S	ee
			ass A Common Stoc alendar quarter.		
		Page 3	of 17		
Cusip N	No. 594972101	13G		Page 4 of 1	7 Pages 
1.	NAME OF REPORTI S.S. OR I.R.S. Name James F. O	IDENTIFICATION N	O. OF ABOVE PERSO	И	
2.	CHECK THE APPRO	OPRIATE BOX IF A	MEMBER OF A GROUP	)*	[X]
				(b)	[_]

3. SEC USE ONLY

4

4.	CITIZENSHIP OR PLACE U.S. Citizen U.S.A.	OF ORGANI	ZATION
	NUMBER OF	5.	SOLE VOTING POWER 0
	SHARES BENEFICIALLY	6.	SHARED VOTING POWER 650 shares of Series A Convertible Preferred Stock (convertible into
	OWNED BY		2,108,336 shares of Class A Commo Stock)/1/
	EACH		530 shares of Series B Convertible
	REPORTING		Preferred Stock (convertible into 424,000 shares of Class A Common Stock)/2/
	PERSON		
	WITH	7.	SOLE DISPOSITIVE POWER 0
		8.	SHARED DISPOSITIVE POWER See Row 6 above.
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	See Row 6 above.		OWNED BY EACH REPORTING PERSON  UNT IN ROW (9) EXCLUDES CERTAIN SHARES
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10.  11.  12.  // The se of scretiphnote	PERCENT OF CLASS REPRAPPROXIMATELY 5.5% as shares of Class A Correction of the Seconversion of the Seconversion of the Preferred Type OF REPORTING PERING HC  Series A Convertible In 7.0% per annum, payable on of the Issuer, on the 3 in Item 4.	REGATE AMO  RESENTED Es of Decemmon Stock ares of Clries A Cond Stock reserved  RSON*  Preferred  e in cash the first of	UNT IN ROW (9) EXCLUDES CERTAIN SHARES  [_]  Y AMOUNT IN ROW (9) ber 31, 2001. (Based on 43,192,074 issued and outstanding as of November ass A Common Stock issuable upon the vertible Preferred Stock and Series B ferred to in Row 6 above.)  Stock also accrues dividends at a or Class A Common Stock, at the

4.

Page 4 of 17

Cusip	No. 594972101	13G		Page 5 of	17 Pages
1.	NAME OF REPORTING PI S.S. OR I.R.S. IDEN	TIFICATION 1		ИС	
2.	CHECK THE APPROPRIA	TE BOX IF A	MEMBER OF A GROUE	e* (a) (b)	[x]
3.	SEC USE ONLY				
4.			ZATION ility company		
	NUMBER OF	5.	SOLE VOTING POWE	ER	
	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.	SHARED VOTING PO 650 shares of Se Preferred Sto 2,108,336 sha Stock)/1/ 530 shares of Se Preferred Sto 424,000 share Stock)/2/	eries A Convert ock (convert ares of Clas eries B Conve ock (convert	ible into s A Common ertible into
		7.	SOLE DISPOSITIVE	E POWER	
		8.	SHARED DISPOSITI		
9.	AGGREGATE AMOUNT BEI	NEFICIALLY (	OWNED BY EACH REPO	ORTING PERSO	N

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

	CERTAIN SHARES	r			[_]
11.	Approximately 5 shares of Class 1, 2001, plus to conversion of the shares of the share	SS REPRESENTED BY AMO 5.5% as of December 3 5 A Common Stock issu- the shares of Class A the Series A Converti eferred Stock referre	31, 2001. (Bas ued and outsta A Common Stock ible Preferred	ed on 43,192, Inding as of N I issuable upo	ovember n the
12.	TYPE OF REPORT	ING PERSON* OO; HC			
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_		in cash or Class A Cday of each calendar			
		Page 5 of 1			
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Cusip N	o. 594972101	13G		Page 6 of 17	Pages
1.	NAME OF REPORTI S.S. OR I.R.S. Name HFTP Manag	IDENTIFICATION NO. (	)F ABOVE PERSO	·N	
2.	CHECK THE APPRO	OPRIATE BOX IF A MEME	BER OF A GROUP	(a)	[x]
3.	SEC USE ONLY				
4.		PLACE OF ORGANIZATION PLACE OF ORGANIZATION PLACE OF ORGANIZATION PLACE OF THE PLACE OF T			

	NUMBER OF		0				
	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.	SHARED VOTING POWER 650 shares of Series A Convertible Preferred Stock (convertible into 2,108,336 shares of Class A Common Stock)/1/ 530 shares of Series B Convertible Preferred Stock (convertible into 424,000 shares of Class A Common Stock)/2/				
		7.	SOLE DISPOSITIVE POWER 0				
		8.	SHARED DISPOSITIVE POWER See Row 6 above.				
9.	AGGREGATE AMOUNT BENE	FICIALLY	OWNED BY EACH REPORTING PERSON				
10.	CHECK BOX IF THE AGGR	REGATE AMO	OUNT IN ROW (9) EXCLUDES				
	CERTAIN SHARES*		[_]				
11.	shares of Class A Com 1, 2001, plus the sha conversion of the Ser	of Decem mon Stock ares of Cl ries A Con	BY AMOUNT IN ROW (9) Aber 31, 2001. (Based on 43,192,074 A issued and outstanding as of November Assa A Common Stock issuable upon the Avertible Preferred Stock and Series B Afterred to in Row 6 above.)				
12.	TYPE OF REPORTING PER	RSON* 00; HC	;				
/1/ The	Series A Convertible Pr	referred S	tock also accrues dividends at a				
discreti			or Class A Common Stock, at the lay of each calendar quarter. See				
/2/The S	eries B Convertible Pre	eferred St	ock also accrues dividends at a rate of				
_			es A Common Stock, at the discretion of endar quarter. See Footnote 3 in Item 4.				
		Page 6	of 17				
	 No. 594972101	13G	 Page 7 of 17 Pages				

1.	NAME OF REPORTING PERSONS.S. OR I.R.S. IDENTIFI		NO. OF ABOVE PERSON		
2.	CHECK THE APPROPRIATE E	BOX IF A	MEMBER OF A GROUP*	(a) (b)	[x]
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF Cayman Islands U.S.A.				
	NUMBER OF	5.	SOLE VOTING POWER 0		
	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6.	SHARED VOTING POWER 650 shares of Series Preferred Stock (c 2,108,336 shares o Stock)/1/ 530 shares of Series Preferred Stock (c 424,000 shares of Stock)/2/	onverti f Class B Conve onverti	ble into A Common ertible ble into
		7.	SOLE DISPOSITIVE POWE	R 	
		8.	SHARED DISPOSITIVE PO See Row 6 above.	WER	
9.	AGGREGATE AMOUNT BENEFI	CIALLY	OWNED BY EACH REPORTING	PERSON	·
10.	CHECK BOX IF THE AGGREG	GATE AMC	OUNT IN ROW (9) EXCLUDES		[_]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
Approximately 5.5% as of December 31, 2001. (Based on 43,192,074 shares of Class A Common Stock issued and outstanding as of November 1, 2001, plus the shares of Class A Common Stock issuable upon the

conversion of the Series A Convertible Preferred Stock and Series B Convertible Preferred Stock referred to in Row 6 above.) 12. TYPE OF REPORTING PERSON\* \_\_\_\_\_ \_\_\_\_\_ /1/ The Series A Convertible Preferred Stock also accrues dividends at a rate of 7.0% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item 4. /2/The Series B Convertible Preferred Stock also accrues dividends at a rate of 12.5% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 in Item 4. Page 7 of 17 \_\_\_\_\_ \_\_\_\_\_ CUSIP NO. 594972101 13G Page 8 of 17 Pages \_\_\_\_\_ NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Name Promethean Managers LLC \_\_\_\_\_\_ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [X] (b) [\_] \_\_\_\_\_ SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4. Delaware limited liability company U.S.A. 5. SOLE VOTING POWER NUMBER OF \_\_\_\_\_ SHARES SHARED VOTING POWER 6. BENEFICIALLY 650 shares of Series A OWNED BY Convertible Preferred Stock

(convertible into 2,108,336

EACH		shares of Class A Commo Stock)/1/			
	REPORTING		Stock)/1/ 530 shares of Series B Convertible Preferred Stock (convertible into 424,000		
	PERSON		shares of Class A Common Stock)/2/		
	WITH				
		7.	SOLE DISPOSITIVE POWER		
			0		
		8.	SHARED DISPOSITIVE POWER		
			See Row 6 above.		
9. A	GGREGATE AMOUNT BENEFICIALLY	OWNED E	BY EACH REPORTING PERSON		
S	ee Row 6 above. 				
	HECK BOX IF THE AGGREGATE AMO HARES*	OUNT IN	ROW (9) EXCLUDES CERTAIN [_]		
A s 1 c	, 2001, plus the shares of Cl	nber 31, k issued lass A C nvertibl	2001. (Based on 43,192,074 and outstanding as of November Common Stock issuable upon the e Preferred Stock and Series B		
12. T	YPE OF REPORTING PERSON*				
0	O; HC				
/1// The Se	ries A Convertible Preferred	Stock a	also accrues dividends at a		
	per annum, payable in cash of the Issuer, on the first don Item 4.				
/2// The Se	ries B Convertible Preferred	Stock a	also accrues dividends at a rate		
			Common Stock, at the discretion quarter. See Footnote 3 in Item		
	Page 8	of 17			
CUSIP NO. 59	4972101 13G		Page 9 of 17 Pages		

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Name Themis Managers LLC				
2.	CHECK THE APPROPRIATE BOX IF A	A MEMBE	(a) [X] (b) [_]		
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF ORGANI  Delaware limited liability cor  U.S.A.				
		5.	SOLE VOTING POWER		
	NUMBER OF		0		
	SHARES		GUADED VOTING DOVED		
	BENEFICIALLY	6.	SHARED VOTING POWER 650 shares of Series A		
	OWNED BY		Convertible Preferred Stock (convertible into 2,108,336		
	EACH		shares of Class A Common Stock)/1/		
	REPORTING		530 shares of Series B Convertible Preferred Stock		
	PERSON		<pre>(convertible into 424,000 shares of Class A Common Stock)/2/</pre>		
	WITH				
		7.	SOLE DISPOSITIVE POWER 0		
		8.	SHARED DISPOSITIVE POWER		
			See Row 6 above.		
9.	AGGREGATE AMOUNT BENEFICIALLY See Row 6 above.	OWNED	BY EACH REPORTING PERSON		
10.	CHECK BOX IF THE AGGREGATE AMO SHARES*	OUNT IN	ROW (9) EXCLUDES CERTAIN [_]		

11.	shares of Class A 1, 2001, plus the conversion of the	as of December 3 Common Stock issu shares of Class A Series A Converti	UNT IN ROW (9)  1, 2001. (Based on 43,192,074 ed and outstanding as of November Common Stock issuable upon the ble Preferred Stock and Series B d to in Row 6 above.)
12.	TYPE OF REPORTING	PERSON*	
	00; HC		
/1// The	Series A Convertibl	le Preferred Stock	also accrues dividends at a
discretion			ss A Common Stock, at the each calendar quarter. See
/2// The	Series B Convertibl	le Preferred Stock	also accrues dividends at a rate
			Common Stock, at the discretion ar quarter. See Footnote 3 in Item
		Page 9 of 17	
CUSIP NO.	594972101 	13G	Page 10 of 17 Pages
1.	NAME OF REPORTING S.S. OR I.R.S. IDE		F ABOVE PERSON
	Name Themis Partne	ers L.P.	
2.	CHECK THE APPROPRI	IATE BOX IF A MEMB	ER OF A GROUP*  (a) [X]  (b) [_]
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLA	ACE OF ORGANIZATIO	N
	Delaware limited pu.S.A.	partnership	
		5.	SOLE VOTING POWER
	NUMBER OF		0
	SHARES	6.	

	BENEFICIALLY				
	OWNED BY	650 shares of Series A Convertible Preferred Stock (convertible into 2,108,33 shares of Class A Common Stock)/1/			
	EACH				
REPORTING			Stock)/1/ 530 shares of Series B Convertible Preferred Stock		
	PERSON		(convertible into 424,000 shares of Class A Common Stock)/2/		
	WITH				
		7.	SOLE DISPOSITIVE POWER		
			0		
		8.	SHARED DISPOSITIVE POWER		
			See Row 6 above.		
9. AG	GGREGATE AMOUNT BENEFICIALLY	OWNED BY	Y EACH REPORTING PERSON		
Se	ee Row 6 above.				
	HECK BOX IF THE AGGREGATE AMO	UNT IN E	ROW (9) EXCLUDES CERTAIN		
Ap sh 1,	2001, plus the shares of Cl	ber 31, issued ass A Co vertible	2001. (Based on 43,192,074 and outstanding as of November ommon Stock issuable upon the Preferred Stock and Series B		
12. TY	PE OF REPORTING PERSON*				
PN	1; HC				
/1// The Ser	ries A Convertible Preferred	Stock al	lso accrues dividends at a		
	per annum, payable in cash of the Issuer, on the first dan Item 4.				
/2// The Ser	ries B Convertible Preferred	Stock al	lso accrues dividends at a rate		
_			ommon Stock, at the discretion quarter. See Footnote 3 in Item		

Page 10 of 17

4.

CUSIP NO. 594972101 13G Page 11 of 17 Pages Item 1(a) Name of Issuer: MicroStrategy Incorporated 1(b) Address of Issuer's Principal Executive Offices: 8000 Towers Crescent Drive Vienna, Virginia 22182 Item 2(a) Name of Person Filing Address of Principal Business Office Item 2(b) Item 2(c) Citizenship HFTP Investment L.L.C. 750 Lexington Avenue, 22/nd/ Floor New York, New York 10022 Delaware limited liability company Promethean Asset Management, L.L.C. 750 Lexington Avenue, 22/nd/ Floor New York, New York 10022 Delaware limited liability company James F. O'Brien, Jr. 750 Lexington Avenue, 22/nd/ Floor New York, New York 10022 U.S. citizen Promethean Investment Group, L.L.C. 750 Lexington Avenue, 22/nd/ Floor New York, New York 10022 New York limited liability company HFTP Managers LLC 750 Lexington Avenue, 22/nd/ Floor New York, New York 10022 Delaware limited liability company Heracles Fund c/o Promethean Asset Management, L.L.C. 750 Lexington Avenue, 22/nd/ Floor New York, New York 10022 Cayman Island corporation Promethean Managers LLC 750 Lexington Avenue, 22/nd/ Floor New York, New York 10022 Delaware limited liability company Page 11 of 17 CUSIP NO. 594972101 13G Page 12 of 17 Pages

Themis Managers LLC

750 Lexington Avenue, 22/nd/ Floor New York, New York 10022

Delaware limited liability company

Themis Partners L.P.
750 Lexington Avenue, 22/nd/ Floor
New York, New York 10022
Delaware limited partnership

2(d) Title of Class of Securities:

Class A Common Stock, par value \$0.001 per share

2(e) CUSIP Number: 594972101.

Item 3 If this statement is filed pursuant to Rules 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)(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).
		Page 12 of 17

CUSIP NO. 594972101 13G Page 13 of 17 Pages

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

Item 4 Ownership:

this box. [X]

HFTP INVESTMENT L.L.C.
PROMETHEAN ASSET MANAGEMENT, L.L.C.
JAMES F. O'BRIEN, JR.
PROMETHEAN INVESTMENT GROUP, L.L.C.

HFTP MANAGERS LLC
HERACLES FUND
PROMETHEAN MANAGERS LLC
THEMIS MANAGERS LLC
THEMIS PARTNERS L.P.

- (a) Amount beneficially owned:
- 650 shares of Series A Convertible Preferred Stock (convertible into 2,108,336 shares of Class A Common Stock)/1/
- 530 shares of Series B Convertible Preferred Stock (convertible into 424,000 shares of Class A Common Stock)/2/
  - (b) Percent of Class:

Approximately 5.5% as of December 31, 2001. (Based on 43,192,074 shares of Class A Common Stock issued and outstanding as of November 1, 2001, plus the shares of Class A Common Stock issuable upon the conversion of the Series A Convertible Preferred Stock and Series B Convertible Preferred Stock referred to in item (a) above.)

/1/ The series A Convertible Preferred Stock also accrues dividends at a rate of 7.0% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 an Item 4.

/2/ The Series B Convertible Preferred Stock also accrues dividends at a rate of 12.5% per annum, payable in cash or Class A Common Stock, at the discretion of the Issuer, on the first day of each calendar quarter. See Footnote 3 an Item 4.

Page 13 of 17

CUSIP NO. 594972101 13G Page 14 of 17 Pages

- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote:

0

- (ii) shared power to vote or to direct the vote:
   See item (a) above.
- (iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:
 See item (a) above.

/3/The securities reported herein include securities that the Reporting Persons may acquire in the future through the conversion of (i) 650 shares of the Series

A Convertible Preferred Stock (the "Series A Preferred Shares"), which may be converted by the Reporting Persons at any time prior to and including June 19, 2002, subject to extension under certain circumstances as described below (the "Series A Maturity Date"), into shares of the Company's Class A Common Stock (the "Common Stock") at the conversion price described below and (ii) 530 shares of the Series B Convertible Preferred Stock (the "Series B Preferred Shares"), which may be converted by the Reporting Persons at any time prior to June 14, 2004 (the "Series B Maturity Date"), into shares of Common Stock at the conversion price of \$12.50 (subject to adjustment to prevent dilution). The number of shares of Common Stock into which the Series A Preferred Shares are convertible as December 31, 2001 is based on a conversion price of \$3.083. The Series A Preferred Shares were issued on June 19, 2000, and the Series B Preferred Shares were issued on June 14, 2001. At the election of the Company, subject to certain limitations, the Series A Maturity Date may be extended until June 19, 2004 (subject to further extension under certain circumstances). As of December 31, 2001, the conversion price of the Series A Preferred Shares was \$3.083.

The Conversion Price for the Series A Preferred Shares (the "Series A Conversion Price") initially was \$33.3854 (subject to adjustment to prevent dilution). The Series A Conversion Price is subject to an annual adjustment. If the average of the weighted average price (as reported by Bloomberg) of the Common Stock on the 10 trading days following June 19, 2001, June 19, 2002, June 19, 2003 or June 19, 2004 (each, with respect to each such date, the "Market Price") is less than the Series A Conversion Price in effect immediately prior to such date, then on and after the 11th trading day following each such date the Series A Conversion Price will be equal to the Market Price with respect to such date, subject to further adjustment. As a result, if the weighted average price of the Common Stock fluctuates, the number of shares of Common Stock which

Page 14 of 17

CUSIP NO. 594972101 13G Page 15 of 17 Pages

holders of the Series A Preferred Shares may be deemed to beneficially own may fluctuate without any action taken by the holders of the Series A Preferred Shares.

On the Series A Maturity Date, the Company shall either redeem the outstanding Series A Preferred Shares or convert the Series A Preferred Shares into shares of Common Stock at a conversion price equal to 95% of the Common Stock's average "weighted average price" (as reported by Bloomberg) for the 30 trading days immediately preceding the Series A Maturity Date. As a result, as the weighted average price of the Common Stock fluctuates, the number of shares of Common Stock which holders of the Series A Preferred Shares may be deemed to beneficially own will change at the Series A Maturity Date without any action taken by the holders of the Series A Preferred Shares.

The Series A Preferred Shares accrue dividends at the rate of 7% per annum from June 19, 2000, payable in cash or Common Stock at the option of the Company (with certain exceptions) quarterly, beginning on the earlier of December 18, 2000 and the date that is 10 days after a registration statement covering the Common Stock issuable upon conversion of the Series A Preferred Shares is declared effective by the Securities and Exchange Commission. If the Company meets the necessary requirements and elects to pay dividends in shares of Common Stock, the conversion price for such dividends would be equal to 95% of the arithmetic average of the weighted average prices of the Common Stock on its principal market during the five (5) consecutive trading days immediately

preceding the dividend date. As of the date of this Schedule 13G, the Series A Preferred Shares had accrued dividends of approximately \$114,684.93.

On the Series B Maturity Date, the Company shall either redeem the outstanding Series B Preferred Shares or convert the Series B Preferred Shares into shares of Common Stock at a conversion price equal to 95% of the Common Stock's average "weighted average price" (as reported by Bloomberg) for the 30 trading days immediately preceding the Series B Maturity Date. As a result, as the weighted average price of the Common Stock fluctuates, the number of shares of Common Stock which holders of the Series B Preferred Shares may be deemed to beneficially own will change at the Series B Maturity Date without any action taken by the holders of the Series B Preferred Shares.

The Series B Preferred Shares accrue dividends at the rate of 12.5% per annum from June 14, 2001, payable in cash or Common Stock at the option of the Company (with certain exceptions) on the first day of each calendar quarter. If the Company meets the necessary requirements and elects to pay dividends in shares of Common Stock, the conversion price for such dividends would be equal to 95% of the arithmetic average of the weighted average prices of the Common Stock on its principal market during the five (5) consecutive trading days immediately preceding the dividend date. As of December 31, 2001, the Series B Preferred Shares had accrued dividends of approximately \$166,986.30.

Pursuant to the terms of the Preferred Shares, the Reporting Persons cannot be "beneficial owners" of more than 9.99% of the Common Stock within the meaning of Rule 13d-1 of the Securities Exchange Act of 1934.

Page 15 of 17

CUSIP NO. 594972101 13G Page 16 of 17 Pages

Page 16 of 17

CUSIP 594972101 13G Page 17 of 17 Pages

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.

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

Dated this 13th day of February, 2002

/s/ James F. O'Brien, Jr.

James F. O'Brien, Jr.

By:Promethean Asset Management, L.L.C.

HFTP INVESTMENT L.L.C.

Its: Investment Advisor

By: Promethean Asset Management, L.L.C. By: /s/ James F. O'Brien, Jr. Its: Investment Manager

Name: James F. O'Brien, Jr. Title: Managing Member

By: /s/ James F. O'Brien, Jr.

Name: James F. O'Brien, Jr. PROMETHEAN MANAGERS LLC Title: Managing Member

By: /s/ James F. O'Brien, Jr.

PROMETHEAN ASSET

MANAGEMENT, L.L.C.

Name: James F. O'Brien, Jr.

Title: Managing Member

By: /s/ James F. O'Brien, Jr.

Name: James F. O'Brien, Jr.

Title: Managing Member

By: Promethean Managers LLC

Its: Managing Member

PROMETHEAN INVESTMENT

GROUP, L.L.C. By: /s/ James F. O'Brien, Jr.

Name: James F. O'Brien, Jr.

By: /s/ James F. O'Brien, Jr.

Title: Managing Member

: /s/ James F. O Brien, Jr. Intle: Managing Memb

Name: James F. O'Brien, Jr. Title: Managing Member

THEMIS PARTNERS L.P.

HFTP MANAGERS LLC

By: Themis Managers LLC

Its: General Partner

By: Promethean Managers LLC

By: Promethean Managers LLC

Its: Managing Member Its: Managing Member

By: /s/ James F. O'Brien, Jr. By: /s/ James F. O'Brien, Jr.

Name: James F. O'Brien, Jr.

Title: Managing Member

Name: James F. O'Brien, Jr.

Title: Managing Member

Title: Managing Member

Page 17 of 17