

GENESISINTERMEDIA INC
Form SC 13D/A
August 01, 2001

1

CUSIP No. 37184T106

(Page 1 of 9 Pages)

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(AMENDMENT NO. 2)

GenesisIntermedia, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

37184T106

(CUSIP Number)

Manfred Unger
32 Quai Jean-Charles Rey
MC 98000
Monaco
011-377-97986303

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

June 29, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to
report the acquisition that is the subject of this Schedule 13D, and is filing
this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the

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following box [].

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

2

CUSIP No. 37184T106

13D

| | | |
|--|---|---|
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Manfred Unger | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) (b) |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS: PF | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Austria | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER None |
| | 8 | SHARED VOTING POWER 1,695,532 |
| | 9 | SOLE DISPOSITIVE POWER None |
| | 10 | SHARED DISPOSITIVE POWER 1,695,532 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,695,532 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.7%

14 TYPE OF REPORTING PERSON
IN

3

CUSIP No. 37184T106

13D

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Denmore Investments Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS:
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands

NUMBER OF 7 SOLE VOTING POWER
SHARES

BENEFICIALLY None

OWNED BY EACH 8 SHARED VOTING OWER

REPORTING 1,695,532
PERSON WITH

9 SOLE DISPOSITIVE POWER

None

10 SHARED DISPOSITIVE POWER

1,695,532

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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1,695,532

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.7%

14 TYPE OF REPORTING PERSON
CO

4

CUSIP No. 37184T106

(Page 4 of 9 Pages)

ITEM 1. SECURITY AND ISSUER.

This statement relates to the common stock, par value \$0.001 per share (the "Common Stock") and Warrants to purchase Common Stock ("Warrants") of GenesisIntermedia, Inc. (the "Issuer"). Each Warrant may be exercised to purchase one share of Common Stock. On March 21, 2001, the Issuer effected a three-for-one stock split in the form of a dividend to its stockholders. Also on March 21, 2001, the Issuer changed its name from GenesisIntermedia.com, Inc. to GenesisIntermedia, Inc. The principal executive offices of the Issuer are located at 5805 Sepulveda Boulevard, Van Nuys, California 91411.

ITEM 2. IDENTITY AND BACKGROUND.

This statement is filed by Denmore Investments Limited ("Denmore") and Manfred Unger ("Unger"), the sole director, officer and shareholder of Denmore (Denmore and Unger are referred to herein together as the "Reporting Persons"). The Reporting Persons acknowledge that they are acting as a group. The address of Denmore is the CITCO Building , P.O. Box 662, Road Town, Tortola, British Virgin Islands and the address of Unger is 32 Quai Jean-Charles Rey, MC98000, Monaco. The principal occupation and business of the Reporting Persons is making investments. During the last five years, neither Denmore nor Unger has: (i) been convicted in a criminal proceeding (excluding traffic tickets and similar misdemeanors); or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in a judgement, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws. Denmore is organized under the laws of the British Virgin Islands. Unger is a resident of Monaco and citizen of Austria.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The Common Stock and the Warrants were acquired by the Reporting Persons, as applicable, for cash, except for 15,000 shares of Common Stock and 22,500 Warrants, both of which were received by Denmore on February 14, 2000, as a loan fee, and 50,000 Warrants, which were received by Denmore in September 2000 as part of a release agreement.

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ITEM 4. PURPOSE OF TRANSACTION.

The Reporting Persons acquired the securities of the Issuer owned by them as an investment. The Reporting Persons have no plans or proposals which relate to or would result in: (a) the acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (d) any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (e) any material change in the present capitalization or dividend policy of the Issuer; (f) any other material change in the Issuer's business or corporate structure; (g) any changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (h) causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities

5

CUSIP No. 37184T106

(Page 5 of 9 Pages)

association; (i) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12 (g) (4) of the Exchange Act; or (j) any action similar to any of those enumerated above.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

- (a) Denmore beneficially owns 1,695,532 (7.7%) shares of the Issuer's Common Stock, which number includes Warrants to acquire 753,216 shares of Common Stock exercisable within 60 days of the date hereof. Unger beneficially owns 1,695,532 (7.7%) shares of the Issuer's Common Stock, which number consists of all of the Common Stock and Warrants owned by Denmore referenced above.
- (b) Unger shares voting and dispositive power with Denmore with respect to the 1,695,532 shares of Common Stock held by Denmore, which number includes shares of Common Stock that may be acquired by Denmore's exercise of outstanding Warrants.
- (c) The transactions by Under and Denmore in the class of securities reported on that were effected during the past 60 days or since the most recent filing on Schedule 13D are summarized in the tables that follow below.

UNGER

| DATE OF TRANSACTION | TYPE OF TRANSACTION | AMOUNT OF SECURITIES | PRICE PER SHARE (\$) |
|------------------------|------------------------|-------------------------|-------------------------|
| ----- | ----- | ----- | ----- |

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| | | | |
|----------|------------------|--------|---------|
| 02/09/00 | Open Market Sale | -100 | 15.8750 |
| 02/09/00 | Open Market Sale | -2,000 | 11.6250 |
| 02/09/00 | Open Market Sale | -4,100 | 11.7500 |

DENMORE

| DATE OF TRANSACTION ----- | TYPE OF TRANSACTION ----- | AMOUNT OF SECURITIES ----- | PRICE PER SHARE (\$) ----- |
|---------------------------------|---------------------------------|----------------------------------|----------------------------------|
| 02/09/00 | Open Market Sale | -700 | 11.5625 |
| 02/09/00 | Open Market Sale | -1,000 | 12.0625 |
| 02/09/00 | Open Market Sale | -6,000 | 12.0000 |
| 02/09/00 | Open Market Sale | -3,000 | 11.5625 |
| 02/09/00 | Open Market Sale | -3,200 | 11.5000 |
| 02/09/00 | Open Market Sale | -3,000 | 15.7813 |
| 02/09/00 | Open Market Sale | -100 | 13.5000 |
| 02/09/00 | Open Market Sale | -100 | 13.6250 |
| 02/09/00 | Open Market Sale | -1,100 | 14.0000 |
| 02/09/00 | Open Market Sale | -1,400 | 14.2500 |
| 02/09/00 | Open Market Sale | -100 | 14.3750 |
| 02/09/00 | Open Market Sale | -3,000 | 15.7500 |
| 02/14/00 | Loan Fee (Shares) | 15,000 | -- |
| 02/14/00 | Loan Fee (Warrants) | 22,500 | -- |

6

CUSIP No. 37184T106

(Page 6 of 9 Pages)

DENMORE

(CONTINUED)

| DATE OF TRANSACTION ----- | TYPE OF TRANSACTION ----- | AMOUNT OF SECURITIES ----- | PRICE PER SHARE (\$) ----- |
|---------------------------------|---------------------------------|----------------------------------|----------------------------------|
| 02/22/00 | Open Market Sale | -1,000 | 18.0000 |
| 02/22/00 | Open Market Sale | -1,000 | 18.1875 |
| 02/22/00 | Open Market Sale | -1,000 | 17.2500 |
| 02/22/00 | Open Market Sale | -1,000 | 17.2500 |
| 02/22/00 | Open Market Sale | -1,000 | 17.4375 |
| 02/25/00 | Open Market Sale | -1,000 | 26.7500 |
| 02/25/00 | Open Market Sale | -1,000 | 26.7500 |
| 02/25/00 | Open Market Sale | -2,000 | 26.5000 |
| 02/25/00 | Open Market Sale | -100 | 28.0000 |
| 02/25/00 | Open Market Sale | -1,000 | 28.6250 |
| 02/25/00 | Open Market Sale | -100 | 29.0000 |
| 02/25/00 | Open Market Sale | -1,000 | 28.5625 |
| 02/25/00 | Open Market Sale | -1,000 | 28.8750 |
| 02/25/00 | Open Market Sale | -1,000 | 28.8750 |
| 02/25/00 | Open Market Sale | -2,000 | 28.6250 |

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| | | | |
|----------|-------------------------------|--------|---------|
| 02/25/00 | Open Market Sale | -2,000 | 28.7500 |
| 02/29/00 | Open Market Sale | -3,500 | 23.0000 |
| 02/29/00 | Open Market Sale | -2,800 | 22.9375 |
| 03/17/00 | Open Market Sale | -1,000 | 19.5000 |
| 03/17/00 | Open Market Sale | -400 | 19.7500 |
| 03/21/00 | Open Market Purchase | 18,000 | 16.0800 |
| 08/21/00 | Open Market Sale | -1,000 | 15.0000 |
| 09/--/00 | Release Agreement (Warrants) | 50,000 | -- |
| 10/04/00 | Open Market Purchase | 2,000 | 15.0625 |
| 10/04/00 | Open Market Purchase | 2,000 | 15.1250 |
| 10/04/00 | Open Market Purchase | 2,000 | 15.8750 |
| 10/04/00 | Open Market Purchase | 2,000 | 16.0000 |
| 10/05/00 | Open Market Purchase | 13,400 | 15.0625 |
| 10/10/00 | Open Market Purchase | 9,000 | 15.0625 |
| 10/11/00 | Open Market Purchase | 4,000 | 15.0625 |
| 10/19/00 | Open Market Purchase | 10,000 | 15.0625 |
| 11/08/00 | Open Market Purchase | 10,000 | 16.4500 |
| 02/14/01 | Open Market Purchase | 3,000 | 19.8125 |
| 02/14/01 | Open Market Purchase | 2,000 | 19.8750 |
| 03/21/01 | Open Market Sale | -5,900 | 21.7500 |
| 03/21/01 | Open Market Sale | -1,100 | 21.8750 |
| 03/21/01 | Open Market Sale | -2,700 | 21.9375 |
| 03/21/01 | Open Market Sale | -300 | 22.0000 |
| 03/26/01 | Purchase of Restricted Shares | 31,000 | 7.2580 |
| 04/05/01 | Open Market Sale | -1,200 | 8.4600 |
| 04/05/01 | Open Market Sale | -2,000 | 8.3600 |
| 04/05/01 | Open Market Sale | -5,000 | 8.4000 |
| 04/05/01 | Open Market Sale | -8,800 | 8.4400 |
| 04/06/01 | Open Market Sale | -4,300 | 8.5500 |

7

CUSIP No. 37184T106

(Page 7 of 9 Pages)

DENMORE

(CONTINUED)

| DATE OF TRANSACTION ----- | TYPE OF TRANSACTION ----- | AMOUNT OF SECURITIES ----- | PRICE PER SHARE (\$) ----- |
|---------------------------------|---------------------------------|----------------------------------|----------------------------------|
| 04/06/01 | Open Market Sale | -4,800 | 8.5000 |
| 04/11/01 | Open Market Sale | -7,500 | 8.4500 |
| 04/12/01 | Open Market Sale | -3,000 | 8.6800 |
| 04/12/01 | Open Market Sale | -2,000 | 8.5200 |
| 04/12/01 | Open Market Sale | -7,000 | 8.5000 |
| 04/12/01 | Open Market Sale | -3,000 | 8.4800 |
| 04/12/01 | Open Market Sale | -5,000 | 8.4500 |
| 04/12/01 | Open Market Sale | -7,000 | 8.4000 |
| 04/12/01 | Open Market Sale | -1,000 | 8.3600 |
| 04/12/01 | Open Market Sale | -4,000 | 8.3100 |
| 04/16/01 | Open Market Sale | -5,000 | 8.5500 |
| 04/16/01 | Open Market Sale | -5,000 | 8.5000 |
| 04/17/01 | Open Market Sale | -3,100 | 8.5500 |
| 04/17/01 | Open Market Sale | -2,000 | 8.5400 |

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| | | | |
|----------|------------------|---------|---------|
| 04/17/01 | Open Market Sale | -7,900 | 8.5200 |
| 04/17/01 | Open Market Sale | -2,000 | 8.5400 |
| 04/17/01 | Open Market Sale | -4,200 | 8.5500 |
| 04/18/01 | Open Market Sale | -5,000 | 9.4000 |
| 04/18/01 | Open Market Sale | -2,000 | 9.7200 |
| 04/18/01 | Open Market Sale | -10,000 | 9.3700 |
| 04/18/01 | Open Market Sale | -5,000 | 9.1000 |
| 04/18/01 | Open Market Sale | -5,000 | 9.0800 |
| 04/18/01 | Open Market Sale | -5,000 | 9.0500 |
| 04/18/01 | Open Market Sale | -5,000 | 9.0300 |
| 04/18/01 | Open Market Sale | -6,000 | 9.0000 |
| 04/18/01 | Open Market Sale | -3,000 | 8.9000 |
| 04/18/01 | Open Market Sale | -7,500 | 8.8000 |
| 04/18/01 | Open Market Sale | -1,000 | 8.7700 |
| 04/18/01 | Open Market Sale | -2,000 | 8.7500 |
| 04/18/01 | Open Market Sale | -1,500 | 8.7100 |
| 04/18/01 | Open Market Sale | -1,600 | 8.6700 |
| 04/18/01 | Open Market Sale | -1,400 | 8.6600 |
| 04/19/01 | Open Market Sale | -5,000 | 9.6900 |
| 04/19/01 | Open Market Sale | -2,500 | 9.6000 |
| 04/20/01 | Open Market Sale | -800 | 11.3000 |
| 04/20/01 | Open Market Sale | -1,000 | 11.1800 |
| 04/20/01 | Open Market Sale | -500 | 11.1700 |
| 04/20/01 | Open Market Sale | -1,000 | 11.1600 |
| 04/20/01 | Open Market Sale | -500 | 11.1300 |
| 04/20/01 | Open Market Sale | -2,000 | 11.0800 |
| 04/20/01 | Open Market Sale | -1,500 | 11.0600 |
| 04/20/01 | Open Market Sale | -500 | 11.0400 |
| 04/20/01 | Open Market Sale | -500 | 10.9900 |
| 04/20/01 | Open Market Sale | -1,000 | 10.9700 |

8

CUSIP No. 37184T106

(Page 8 of 9 Pages)

DENMORE

(CONTINUED)

| DATE OF TRANSACTION ----- | TYPE OF TRANSACTION ----- | AMOUNT OF SECURITIES ----- | PRICE PER SHARE (\$) ----- |
|---------------------------------|---------------------------------|----------------------------------|----------------------------------|
| 04/20/01 | Open Market Sale | -1,000 | 10.9600 |
| 04/20/01 | Open Market Sale | -500 | 10.9400 |
| 04/20/01 | Open Market Sale | -500 | 10.9200 |
| 04/20/01 | Open Market Sale | -1,000 | 10.9100 |
| 04/20/01 | Open Market Sale | -2,500 | 10.8600 |
| 04/20/01 | Open Market Sale | -100 | 10.8100 |
| 04/20/01 | Open Market Sale | -500 | 10.7900 |
| 04/20/01 | Open Market Sale | -400 | 10.7700 |
| 04/20/01 | Open Market Sale | -5,000 | 11.2000 |
| 06/29/01 | Open Market Sale | -25,300 | 19.7399 |

(d) No person other than Denmore or Unger, with respect to the shares of

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Common Stock, which they own of record, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities.

(e) Not applicable.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE REGISTRANT.

There are no contracts, arrangements, understandings, or relationships (legal or otherwise) among or between Unger and/or Denmore and any person with respect to any securities of the Issuer, including but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees or profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

None

9

CUSIP No. 37184T106

(Page 9 of 9 Pages)

SIGNATURES

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.

Date: July 31, 2001

/s/ Manfred Unger

Manfred Unger

Date: July 31, 2001

DENMORE INVESTMENTS LIMITED

By: /s/ Manfred Unger

Manfred Unger, Director