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BARINGTON CAPITAL GROUP L P
Form SC 13D/A
December 27, 2001

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

SCHEDULE 13D
(Rule 13d-101)

(Amendment No. 5)

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

Liquid Audio, Inc.

(Name of Issuer)

Common Stock, \$.001 par value

(Title of Class of Securities)

53631T102000

(CUSIP Number)

Mr. James Mitarotonda
c/o Barington Capital Group, L.P.
888 Seventh Avenue, 17th Floor
New York, N.Y. 10019

(212) 974-5700

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

December 18, 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 which 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 following box: .

Introduction. This amends and supplements the Schedule 13D dated September 28, 2001 (the "Schedule"), filed with the Securities and Exchange Commission, as amended by Amendment No. 1 dated October 18, 2001, Amendment No. 2 dated October 26, 2001, Amendment No. 3 dated November 9, 2001 and Amendment No. 4 dated November 13, 2001, by musicmaker.com, Inc. ("musicmaker"), Jewelcor Management,

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Inc., Barington Companies Equity Partners, L.P., Ramius Securities, LLC and Domrose Sons Partnership with respect to the common stock, \$.001 par value (the "Common Stock"), of Liquid Audio, Inc., a Delaware corporation (the "Company"). The principal executive offices of the Company are located at 800 Chesapeake Drive, Redwood City, California 94063.

Item 7 of the Schedule 13D, "Material to be Filed as Exhibits," is amended by adding the following:

- 99.8 Letter to Liquid Audio, Inc. dated December 18, 2001.
- 99.9 Letter to Liquid Audio, Inc. dated December 20, 2001.
- 99.10 Press Release dated December 21, 2001.

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SIGNATURES

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

Dated: December 21, 2001

MUSICMAKER.COM, INC.

By /s/ James Mitarotonda

Name: James Mitarotonda
Title: President and Chief Executive
Officer

JEWELCOR MANAGEMENT, INC.

By /s/ Seymour Holtzman

Name: Seymour Holtzman
Title: Chairman and Chief Executive
Officer

BARINGTON COMPANIES EQUITY PARTNERS, L.P.

By: Barington Companies Investors,
LLC, its general partner

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By /s/ James Mitarotonda

Name: James Mitarotonda
Title: Manager

RAMIUS SECURITIES, LLC

By: Ramius Capital Group, LLC, its
managing member

By /s/ Peter A. Cohen

Name: Peter A. Cohen
Title: Manager

DOMROSE SONS PARTNERSHIP

By /s/ James Mitarotonda

Name: James Mitarotonda
Title: Partner

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