

Edgar Filing: CNET NETWORKS INC - Form SC 13G/A

CNET NETWORKS INC  
Form SC 13G/A  
March 25, 2003

SECURITIES & EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13G\*  
(Rule 13d-1(c))

Amendment No. 2

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO 13d-2(b)

CNET Networks, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

12613R104  
(CUSIP Number)

March 20, 2003  
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule 13G is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

(Page 1 of 8 Pages)

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\*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 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 purposes 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) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.

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OF ABOVE PERSON (ENTITIES ONLY)

Blue Ridge Limited Partnership  
13-3891223

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)

(b)

---

(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

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NUMBER OF (5) SOLE VOTING POWER

SHARES -0-

---

BENEFICIALLY (6) SHARED VOTING POWER

OWNED BY 16,005,282

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EACH (7) SOLE DISPOSITIVE POWER

REPORTING -0-

---

PERSON WITH (8) SHARED DISPOSITIVE POWER

16,005,282

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(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

16,005,282

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(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*

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(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

11.5%

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(12) TYPE OF REPORTING PERSON \*\*

PN

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)

JAG Holdings LLC  
13-3879585

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)

(b)

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|                                  |  |            |
|----------------------------------|--|------------|
| (3)                              | SEC USE ONLY   |            |
| (4)                              | CITIZENSHIP OR PLACE OF ORGANIZATION<br>New York                           |            |
| NUMBER OF<br>SHARES              | (5) SOLE VOTING POWER  | -0-        |
| BENEFICIALLY<br>OWNED BY         | (6) SHARED VOTING POWER  | 16,005,282 |
| EACH<br>REPORTING<br>PERSON WITH | (7) SOLE DISPOSITIVE POWER   | -0-        |
|                                  | (8) SHARED DISPOSITIVE POWER   | 16,005,282 |
| (9)                              | AGGREGATE AMOUNT BENEFICIALLY OWNED<br>BY EACH REPORTING PERSON            | 16,005,282 |
| (10)                             | CHECK BOX IF THE AGGREGATE AMOUNT<br>IN ROW (9) EXCLUDES CERTAIN SHARES ** | [ ]        |
| (11)                             | PERCENT OF CLASS REPRESENTED<br>BY AMOUNT IN ROW (9)                       | 11.5%      |
| (12)                             | TYPE OF REPORTING PERSON **  | 00         |

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|                     |   |                                   |
|---------------------|---|-----------------------------------|
| (1)                 | NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO.<br>OF ABOVE PERSONS (ENTITIES ONLY) | John A. Griffin<br>Not Applicable |
| (2)                 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **   | (a) [ ]<br>(b) [X]                |
| (3)                 | SEC USE ONLY  |                                   |
| (4)                 | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States                                       |                                   |
| NUMBER OF<br>SHARES | (5) SOLE VOTING POWER   | 200,000                           |

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|  |   |            |
|--|---|------------|
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | (6) SHARED VOTING POWER   | 16,005,282 |
|  | (7) SOLE DISPOSITIVE POWER  | 200,000    |
|  | (8) SHARED DISPOSITIVE POWER  | 16,005,282 |
| (9)  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON            | 16,205,282 |
| (10)   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** | [ ]        |
| (11)   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)                       | 11.65%     |
| (12)   | TYPE OF REPORTING PERSON **   | IN         |

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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The Schedule 13G initially filed on July 8, 2002 and amended on February 13, 2003 is hereby amended and restated by this Amendment No. 2 to the Schedule 13G.

Item 1(a). Name of Issuer:

The name of the issuer is CNET Networks Inc. (the "Company").

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

The Company's principal executive offices are located at 235 Second Street, San Francisco, CA 94105.

Item 2(a). Name of Person Filing:

This statement is filed by:

- (i) Blue Ridge Limited Partnership, a New York limited partnership ("BRLP"), with respect to the shares of Common Stock directly owned by it;
- (ii) JAG Holdings LLC, a New York limited company ("JAG"), with respect to the shares of Common Stock directly owned by BRLP; and
- (iii) John A. Griffin with respect to the shares of Common Stock directly owned by BRLP.

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The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

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

The address of the business office of each of the Reporting Persons is 660 Madison Avenue, 20th Floor, New York, NY 10021.

(c). Citizenship:

BRLP is a limited partnership organized under the laws of the State of New York. JAG is a limited liability company organized under the laws of the State of New York. Mr. Griffin is a United States citizen.

(d). Title of Class of Securities:

Common Stock, par value \$0.0001 per share (the "Common Stock").

(e). CUSIP Number:

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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 Act,
- (b)  Bank as defined in Section 3(a)(6) of the Act,
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act,
- (d)  Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e)  Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
- (f)  Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F),
- (g)  Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h)  Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i)  Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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Item 4. Ownership.

A. Blue Ridge Limited Partnership

(a) Amount beneficially owned: 16,005,282

(b) Percent of class: 11.5% The percentages used herein and in the rest of Item 4 are calculated based upon the 139,093,758 shares of Common Stock issued and outstanding as of March 14, 2003, as reflected in the Company's Form 10-K for the fiscal year ended December 31, 2002.

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 16,005,282

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 16,005,282

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B. JAG Holdings LLC

(a) Amount beneficially owned: 16,005,282

(b) Percent of class: 11.5%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 16,005,282

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 16,005,282

C. John A. Griffin

(a) Amount beneficially owned: 16,252,000

(b) Percent of class: 7.6%

(c) (i) Sole power to vote or direct the vote: 200,000

(ii) Shared power to vote or direct the vote: 16,005,282

(iii) Sole power to dispose or direct the disposition: 200,000

(iv) Shared power to dispose or direct the disposition: 16,005,282

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

JAG, the General Partner of BRLP, has the power to direct the affairs of BRLP, including decisions respecting the receipt of dividends from and the proceeds from the sale of Common Stock. Mr. Griffin is the Managing Member of JAG, and in that capacity directs its operations.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

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Each of the Reporting Persons hereby makes the following 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.

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SIGNATURES

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

DATED: March 25, 2003

By: /s/ John A. Griffin

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John A. Griffin, individually and as  
the Managing Member of JAG Holdings LLC,  
General Partner of Blue Ridge  
Limited Partnership