

Edgar Filing: INFOINTERACTIVE INC - Form SC 13D/A

INFOINTERACTIVE INC
Form SC 13D/A
August 16, 2001

INFOINTERACTIVE1.DOC/8-15-01 1. EDGAR VERSION
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
(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. 1) *

InfoInterActive Inc.

(Name of Issuer)

Common Shares, no par value

(Title of Class of Securities)

45691810C

(CUSIP Number)

F. Thomas Dunlap
Senior Vice President, General Counsel and Secretary
Intel Corporation
2200 Mission College Boulevard
Santa Clara, CA 95052
Telephone: (408) 765-8080

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

July 19, 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 following box [].

*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 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 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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- 1. NAME OF REPORTING PERSON: INTEL CORPORATION
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 94-1672743
- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) []
(b) []
- 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: DELAWARE
- 7. SOLE VOTING POWER: -0-
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
- 8. SHARED VOTING POWER: -0-
- 9. SOLE DISPOSITIVE POWER: -0-
- 10. SHARED DISPOSITIVE POWER: -0-
- 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: -0-
- 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** []
- 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.0%
- 14. TYPE OF REPORTING PERSON: CO

**SEE INSTRUCTIONS BEFORE FILLING OUT!

Intel Corporation ("Intel" or the "Reporting Person") hereby amends its statement on Schedule 13D filed with the Securities and Exchange Commission on March 8, 2000 with respect to the Common Shares (the "Common Shares") of InfoInteractive Inc.

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ITEM 2. Identity and Background.

(a) Name of Person Filing:

Intel Corporation (the "Reporting Person")

(b) Address of Principal Business Office:

2200 Mission College Boulevard
Santa Clara, CA 95052-8119

(c) Principal Business:

Manufacturer of microcomputer components, modules and systems.

(d) Criminal Proceedings:

During the last five years, neither the

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Reporting Person nor any executive officer or director of the Reporting Person has been convicted in any criminal proceeding.

(e) Civil Proceedings:

During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to any judgment, 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.

(f) Place of Organization:

Delaware

Attached hereto as Appendix A is information required by this Item 2 with respect to the executive officers and directors of the Reporting Person. All such individuals are U.S. citizens, except as otherwise indicated on Appendix A.

ITEM 5. Interest in Securities of the Issuer.

(a) Number of Shares Beneficially Owned: 0 shares

Percent of Class: 0.0% of the Issuer's outstanding Common Shares, (based upon 19,817,671 Common Shares issued and outstanding as of May 18, 2001 as represented by the Issuer).

(b) Sole Power to Vote, Direct the Vote of, or Dispose of Shares: 0 shares

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(c) Recent Transactions: On May 18, 2001, the Issuer entered into an Acquisition Agreement (the "Acquisition Agreement") with America Online, Inc. ("AOL") and IAN Acquisition ULC ("Acquirer") providing for, among other things, the acquisition of all of the outstanding Common Shares of Issuer (the "Arrangement"). On July 19, 2001, AOL, Acquirer and the Issuer effected the transactions contemplated by the Acquisition Agreement and executed the Arrangement. As a result thereof, all of the 1,803,922 Common Shares beneficially owned by Reporting Person were transferred to AOL and Acquirer in exchange for a purchase price equal to \$1.42 per Common Share. This Schedule 13D/A reflects the disposition of all of the Common

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Shares held by the Reporting Person as a result of AOL's acquisition of the Issuer through Acquirer, its wholly-owned subsidiary.

- (d) Rights with Respect to Dividends or Sales Proceeds: N/A
- (e) Date of Cessation of Five Percent Beneficial Ownership: July 19, 2001

ITEM 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The information set forth in Item 5(c) is incorporated herein by reference. The Reporting Person, the Acquirer and AOL entered into a Shareholder Agreement dated May 18, 2001 (the "Shareholder Agreement") pursuant to which the Reporting Person agreed to vote all of the Common Shares owned by it in favor of the approval, adoption, consent and ratification of the Arrangement and the Acquisition Agreement.

ITEM 7. Material to be Filed as Exhibits.

The Acquisition Agreement and the Shareholder Agreement are incorporated herein by reference to Exhibits 1 and 4, respectively, of the Statement on Form 13D filed by AOL Time Warner Inc. and AOL on May 29, 2001.

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SIGNATURE

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.

Dated as of Aug. 15, 2001.

INTEL CORPORATION

By: /s/F. Thomas Dunlap, Jr.

F. Thomas Dunlap, Jr.
Senior Vice President, General
Counsel and Secretary

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APPENDIX A

DIRECTORS

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The following is a list of all Directors of Intel Corporation and certain other information with respect to each Director. All Directors are United States citizens except as indicated below.

Name: Craig R. Barrett
Business Address: Intel Corporation, 2200 Mission College Boulevard, Santa Clara, CA 95052
Principal Occupation: President and Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems. 2200 Mission College Boulevard Santa Clara, CA 95052

Name: John Browne
Business Address: BP Amoco p.l.c., Britannic House, 1 Finsbury Circus, London EC2M 7BA
Principal Occupation: Group Chief Executive

Name, principal business and address of corporation or other organization in which employment is conducted: The BP Amoco p.l.c., an integrated oil company. Britannic House, 1 Finsbury Circus London EC2M 7BA

Citizenship: British

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Name: Winston H. Chen
Business Address: Paramitas Foundation, 3945 Freedom Circle, Suite 760, Santa Clara, CA 95054
Principal Occupation: Chairman

Name, principal business and address of corporation or other organization in which employment is conducted: Paramitas Foundation, a charitable foundation. 3945 Freedom Circle, Suite 760 Santa Clara, CA 95054

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which employment
is conducted:

Name: Andrew S. Grove
Business Address: Intel Corporation, 2200 Mission College
Boulevard, Santa Clara, CA 95052
Principal Occupation: Chairman of the Board of Directors

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems. 2200 Mission College Boulevard Santa Clara, CA 95052

Name: D. James Guzy
Business Address: The Arbor Company, 1340 Arbor Road, Menlo Park, CA 94025
Principal Occupation: Chairman

Name, principal business and address of corporation or other organization in which employment is conducted: The Arbor Company, a limited partnership engaged in the electronics and computer industry. 1340 Arbor Road Menlo Park, CA 94025

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Name: Reed E. Hundt
Business Address: Charles Ross Partners LLC, 1909 K Street NW, Suite 820, Washington, DC 20006
Principal Occupation: Principal Partner

Name, principal business and address of corporation or other organization in which employment is conducted: Charles Ross Partners LLC, a law firm. 1909 K Street NW, Suite 820 Washington, DC 20006

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Name: David S. Pottruck

Business Address: The Charles Schwab Corporation, 101 Montgomery Street, San Francisco, CA 94104

Principal Occupation: President and Co-Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: The Charles Schwab Corporation, a financial services provider
101 Montgomery Street
San Francisco, CA 94104

Name: Jane E. Shaw

Business Address: AeroGen, Inc., 1310 Orleans Drive, Sunnyvale, CA 94089

Principal Occupation: Chairman and Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: AeroGen, Inc., a pulmonary drug delivery company
1310 Orleans Drive
Sunnyvale, CA 94089

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Name: Leslie L. Vadasz

Business Address: 2200 Mission College Boulevard, Santa Clara, CA 95052

Principal Occupation: Executive Vice President; President, Intel Capital

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems.
2200 Mission College Boulevard
Santa Clara, CA 95052

Name: David B. Yoffie

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Business Address: Harvard Business School, Morgan Hall 215,
Soldiers Field Park Road, Boston, MA 02163

Principal Occupation: Max and Doris Starr Professor of International
Business Administration

Name, principal business and address of corporation or other organization in which employment is conducted: Harvard Business School, an educational institution.
Harvard Business School
Morgan Hall 215, Soldiers Field Park Road
Boston, MA 02163

Name: Charles E. Young

Business Address: University of Florida, 226 Tigert Hall, P.O.
Box 113150, Gainesville, FL 32610

Principal Occupation: President of the University of Florida

Name, principal business and address of corporation or other organization in which employment is conducted: University of Florida
226 Tigert Hall
P.O. Box 113150
Gainesville, FL 32610

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EXECUTIVE OFFICERS

The following is a list of all executive officers of Intel Corporation excluding executive officers who are also directors. Unless otherwise indicated, each officer's business address is 2200 Mission College Boulevard, Santa Clara, California 95052-8119, which address is Intel Corporation's business address.

Name: Andy D. Bryant
Title: Executive Vice President; Chief Financial and Enterprise Services Officer

Name: Sean M. Maloney
Title: Executive Vice President; General Manager, Intel Communications Group

Citizenship: British

Name: Paul S. Otellini
Title: Executive Vice President; General Manager, Intel Architecture Business Group

Name: Michael R. Splinter
Title: Executive Vice President; General Manager, Sales and

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Marketing Group

Name: F. Thomas Dunlap, Jr.
Title: Senior Vice President; General Counsel and Secretary

Name: Ronald J. Smith
Title: Senior Vice President; General Manager, Wireless
Communications and Computing Group

Name: Robert J. Baker
Title: Vice President; General Manager, Technology and
Manufacturing Group

Name: Arvind Sodhani
Title: Vice President, Treasurer