

FASHIONMALL COM INC
Form SC 13D/A
January 22, 2001

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

SCHEDULE 13D/A
(Amendment No. 1)

Under the Securities Exchange Act of 1934

FASHIONMALL.COM, INC.

(Name of Issuer)

Common Stock, Par Value \$.01 Per Share

(Title of Class of Securities)

31186K 10 6

(CUSIP Number)

Benjarmin Narasin, President and Chief Executive Officer
Fashionmall.com, Inc.
575 Madison Avenue, 5th Floor
New York, NY 10022
(212) 891-6064

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

January 16, 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 statement because of Rule 13d-1(e)(f) or (g), check the following box: []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule including all exhibits. Seess.240.13d-7 for other parties to whom copies are sent.

*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).

CUSIP No.: 31186K 10 6

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(1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

GenesisIntermedia.com, Inc.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

(3) SEC USE ONLY

(4) SOURCE OF FUNDS* WC;BK

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

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

| | | |
|--------------|------|--------------------------|
| NUMBER OF | (7) | SOLE VOTING POWER |
| SHARES | | 328,000 |
| BENEFICIALLY | (8) | SHARED VOTING POWER |
| OWNED BY | | None |
| EACH | (9) | SOLE DISPOSITIVE POWER |
| REPORTING | | 328,000 |
| PERSON WITH | (10) | SHARED DISPOSITIVE POWER |
| | | None |

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

328,000

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

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

4.2%

(14) TYPE OF REPORTING PERSON* CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. Security and Issuer.

This statement on Amendment No. 1 to Schedule 13D relates to shares of common stock, \$.01 par value per share, of Fashionmall.com, Inc., a Delaware corporation. The Issuer's principal executive offices are located at 575 Madison Avenue, 5th Floor, New York, New York 10022.

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Item 3. Source and Amount of Funds or Other Considerations.

(a) Reporting Person purchased shares of the issuer on the open market beginning on November 28, 2000. Reporting Person became a 5% stockholder on December 29, 2000.

(b) Reporting Person made the various sales on the public market listed in Item 5 of this Amendment No. 1 to Schedule 13D for aggregate consideration of \$568,875.

Item 5. Interest in Securities of Issuer.

(a) On January 18, 2001, Reporting Person beneficially owned 328,000 shares of common stock of Issuer, or approximately 4.2% of the outstanding shares of Issuer's common stock.

(b) The Reporting Person has sole power to vote all shares set forth in item 5(a) above.

(c) The following sales were made on the Nasdaq open market on the following dates:

| Shares Sold | Date Sold | Purchase Price |
|----------------|-----------|----------------|
| 20,000 | 01/09/01 | \$2.89 |
| 14,000 | 01/10/01 | \$2.87 |
| 20,000 | 01/11/01 | \$3.00 |
| 30,500 | 01/16/01 | \$2.65 |
| 120,000 | 01/18/01 | \$2.75 |
| Total: 204,500 | | |

(d) Not applicable.

(e) Not applicable.

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SIGNATURES

After reasonably 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: January 22, 2001

GenesisIntermedia.com, Inc.

By: /s/ Ramy Y. El-Batrawi

Ramy Y. El-Batrawi
Chief Executive Officer