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EMACHINES INC /DE/
Form SC 13D
January 22, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(Rule 13d-102)

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)

eMachines, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

29076P 10 2

(CUSIP Number)

January 11, 2001

(Date of Event Which Requires Filing of this Statement)

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

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

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1. NAMES OF REPORTING PERSONS AOL Time Warner Inc.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) 13-4099534
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

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- | | | | |
|--------------------------|----|---------------------------------------|--|
| NUMBER OF
SHARES | 5. | SOLE VOTING POWER
0 | |
| BENEFICIALLY
OWNED BY | 6. | SHARED VOTING POWER
8,943,190 | |
| EACH
REPORTING | 7. | SOLE DISPOSITIVE POWER
0 | |
| PERSON
WITH | 8. | SHARED DISPOSITIVE POWER
8,943,190 | |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,943,190
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES* []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
6.1%
12. TYPE OF REPORTING PERSON*
HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAMES OF REPORTING PERSONS America Online, Inc.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) 54-1322110
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
- | | | | |
|---------------------|----|------------------------|--|
| NUMBER OF
SHARES | 5. | SOLE VOTING POWER
0 | |
| BENEFICIALLY | 6. | SHARED VOTING POWER | |

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OWNED BY 8,943,190

EACH
REPORTING 7. SOLE DISPOSITIVE POWER
0

PERSON
WITH 8. SHARED DISPOSITIVE POWER
8,943,190

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,943,190

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
6.1%

12. TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1(a). Name of Issuer:
eMachines, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:
14350 Myford Road
Suite 100
Irvine, CA 92606

Item 2(a). Name of Person Filing:
AOL Time Warner Inc. and America Online, Inc.

Item 2(b). Address of Principal Business Office or, if None,
Residence:
75 Rockefeller Plaza
New York, NY 10019

Item 2(c). Citizenship:
AOL Time Warner Inc. and America Online, Inc. were
organized and exist under the laws of the State of

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*The Reporting Persons beneficially own 8,943,190 shares of Common Stock of the Issuer, representing 7,832,079 shares of Common Stock and 1,111,111 shares issuable upon the exercise of presently exercisable warrants, or warrant exercisable within 60 days.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Instruction. Dissolution of a group requires a response to this item.

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

Except as otherwise disclosed in periodic public filings with the Securities and Exchange Commission, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities.

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

America Online, Inc. (a direct wholly owned subsidiary of AOL Time Warner Inc.)
- CO - 8,943,190 shares.

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

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certifications.

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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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.

Date: January 22, 2001

AOL Time Warner Inc.

/s/ J. Michael Kelly

(Signature)

J. Michael Kelly, Executive Vice President
and Chief Financial Officer

(Name/Title)

America Online, Inc.

/s/ Randall Boe

(Signature)

Randall Boe, Senior Vice President,
General Counsel and Secretary

(Name/Title)

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Exhibit 1

JOINT FILING AGREEMENT

AOL Time Warner Inc., a Delaware corporation and America Online, Inc., a Delaware corporation, each hereby agrees, in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, that the Schedule 13G filed herewith, and any amendments thereto, relating to the shares of common stock, par value \$0.01, of eMachines, Inc. is, and will be, jointly filed on behalf of each such person and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned hereby execute this Agreement as of the date set forth below.

Dated: January 22, 2001

AOL TIME WARNER INC.

By: /s/ J. Michael Kelly

Name: J. Michael Kelly

Title: Executive Vice President and Chief
Financial Officer

AMERICA ONLINE, INC.

By: /s/ Randall Boe

Name: Randall Boe

Title: Senior Vice President, General Counsel
and Secretary

