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LIQUID AUDIO INC
Form SC 13D/A
October 04, 2002

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

SCHEDULE 13D
(Rule 13d-101)

(Amendment No.16)

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)

October 2, 2002

(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 Amendment No. 16 amends and supplements the Schedule 13D, dated September 28, 2001, as amended to date (the "Schedule 13D"), filed with the Securities and Exchange Commission by MM Companies, Inc., formerly known as musicmaker.com, Inc. ("MM Companies"), Jewelcor Management, Inc., Barington Companies Equity Partners, L.P., Ramius Securities, LLC and Domrose Sons Partnership with respect to the common stock, \$.001 par value, of Liquid Audio, Inc., a Delaware corporation (the "Company").

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Item 4 of the Schedule 13D, "Purpose of Transaction," is amended by adding the following:

On October 2, 2002, MM Companies sent a letter to the Board of Directors of the Company. In such letter, among other things, MM Companies demanded that the Board of Directors of the Company seat the Company's new directors elected at the Company's 2002 annual meeting of stockholders and convene a meeting of the Board of Directors of the Company. A copy of such letter is attached hereto as Exhibit 99.25.

On October 3, 2002 MM Companies issued a press release, a copy of which is attached hereto as Exhibit 99.26.

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

99.25 Letter dated October 2, 2002 from MM Companies to the Board of Directors of the Company.

99.26 Press release of MM Companies dated October 3, 2002.

-2-

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: October 3, 2002

MM COMPANIES, INC.

By /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: President and Chief Executive Officer

JEWELCOR MANAGEMENT, INC.

By /s/ Richard L. Huffsmith

Name: Richard L. Huffsmith
Title: Vice President/General Counsel

BARINGTON COMPANIES EQUITY PARTNERS, L.P.

By: Barington Companies Investors,
LLC, its general partner

By /s/ James A. Mitarotonda

Name: James A. Mitarotonda

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Title: President and Chief Executive
Officer

RAMIUS SECURITIES, LLC

By: Ramius Capital Group, LLC, its
managing member

By /s/ Marran Ogilvie

Name: Marran Ogilvie
Title: Authorized Signatory

DOMROSE SONS PARTNERSHIP

By /s/ James A. Mitarotonda

Name: James A. Mitarotonda
Title: Partner

-3-