

MAI SYSTEMS CORP
Form SC 13G/A
February 14, 2003

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**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

OMB APPROVAL
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**Under the Securities Exchange Act of 1934
(Amendment No. 5)(1)**

MAI Systems Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

552620 20 5

(CUSIP Number)

February 7, 2003

(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) 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 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. 552620 20 5

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
 Canyon Capital Advisors LLC
 95-4688436

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a) [X]
 (b) []

3. **SEC Use Only**

4. **Citizenship or Place of Organization**

Delaware

5. **Sole Voting Power**
 1,655,100

**Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With**

6. **Shared Voting Power**
 0

7. **Sole Dispositive Power**
 1,655,100

8. **Shared Dispositive Power**
 0

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**

1,655,100

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) []**

11. **Percent of Class Represented by Amount in Row (9)**

11.4%

12. **Type of Reporting Person (See Instructions)**

IA

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
Mitchell R. Julis

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a) [X]

(b) []

3. **SEC Use Only**

4. **Citizenship or Place of Organization**

United States

5. **Sole Voting Power**

0

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

6. **Shared Voting Power**

1,655,100

7. **Sole Dispositive Power**

0

8. **Shared Dispositive Power**

1,655,100

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**

1,655,100

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) []**

11. **Percent of Class Represented by Amount in Row (9)**

11.4%

12. **Type of Reporting Person (See Instructions)**

IN

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
Joshua S. Friedman

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a) [X]

(b) []

3. **SEC Use Only**

4. **Citizenship or Place of Organization**

United States

5. **Sole Voting Power**

0

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

6. **Shared Voting Power**

1,655,100

7. **Sole Dispositive Power**

0

8. **Shared Dispositive Power**

1,655,100

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**

1,655,100

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) []**

11. **Percent of Class Represented by Amount in Row (9)**

11.4%

12. **Type of Reporting Person (See Instructions)**

IN

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
R. Christian B. Evensen

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**

(a) [X]

(b) []

3. **SEC Use Only**

4. **Citizenship or Place of Organization**

United States

5. **Sole Voting Power**

0

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

6. **Shared Voting Power**

1,655,100

7. **Sole Dispositive Power**

0

8. **Shared Dispositive Power**

1,655,100

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**

1,655,100

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) []**

11. **Percent of Class Represented by Amount in Row (9)**

11.4%

12. **Type of Reporting Person (See Instructions)**

IN

Item 1.

- (a) **Name of Issuer**
MAI Systems Corporation
- (b) **Address of Issuer's Principal Executive Offices**
9601 Jeronimo Road
Irvine, California 92618

Item 2.

- (a) **Name of Person Filing**
This Schedule 13G is being filed on behalf of the following persons*:
 - (i) Canyon Capital Advisors LLC (CCA)
 - (ii) Mitchell R. Julis
 - (iii) Joshua S. Friedman
 - (iv) R. Christian B. EvensenCCA is the investment advisor to the following persons:
 - (i) Canyon Value Realization Fund, L.P. (VRF)
 - (ii) The Canyon Value Realization Fund (Cayman), Ltd. (CVRF)
 - (iii) GRS Partners II (GRS)
 - (iv) CPI Securities LP (CPI)

* Attached as Exhibit A is a copy of an agreement among the persons filing (as specified hereinabove) that this Schedule 13G is being filed on behalf of each of them.

- (b) **Address of Principal Business Office or, if none, Residence**
The principal business office of the persons comprising the group filing this Schedule 13G is located at 9665 Wilshire Boulevard, Suite 200, Beverly Hills, CA 90212.

- (c) **Citizenship**

CCA:	a Delaware limited liability company
VRF:	a California limited partnership
CVRF:	a Cayman Island corporation
GRS:	an Illinois general partnership
CPI:	a California limited partnership
Mitchell R. Julis:	United States
Joshua S. Friedman:	United States
R. Christian B. Evensen:	United States

- (d) **Title of Class of Securities**
The class of securities beneficially owned by the persons filing this statement is common stock.
- (e) **CUSIP Number**
552620 20 5

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
Not applicable as this Schedule 13G is filed pursuant to Rule 13d-1(c).

- (a) **Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).**
- (b) **Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).**
- (c) **Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).**
- (d) **Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).**
- (e) **An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);**
- (f) **An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);**
- (g) **A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);**
- (h) **A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);**
- (i) **A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);**
- (j) **Group, in accordance with §240.13d-1(b)(1)(ii)(J).**

Item 4. Ownership

The information in items 1 and 5 through 11 on the cover pages (pp. 2 - 5) on this Schedule 13G is hereby incorporated by reference.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) **Amount beneficially owned:**
- (b) **Percent of class:**
- (c) **Number of shares as to which the person has:**
- (i) **Sole power to vote or to direct the vote**
- (ii) **Shared power to vote or to direct the vote**
- (iii) **Sole power to dispose or to direct the disposition of**
- (iv) **Shared power to dispose or to direct the disposition of**

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.

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

CCA is an investment advisor to various managed accounts, including VRF, CVRF, GRS, and CPI, with the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of the securities held by, such managed accounts. Messrs. Julis, Friedman and Evensen control entities which own 100% of CCA.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

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

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.

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.

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.

February 13, 2003

Date

CANYON CAPITAL ADVISORS LLC,

a Delaware limited liability company

/s/ Joshua S. Friedman

Signature

Joshua S. Friedman
Managing Director

Name/Title

/s/ Joshua S. Friedman

Signature

JOSHUA S. FRIEDMAN

Name/Title

/s/ Mitchell R. Julis

Signature

MITCHELL R. JULIS

Name/Title

/s/ R. Christian B. Evensen

Signature

R. CHRISTIAN B. EVENSEN

Name/Title

EXHIBIT A

AGREEMENT REGARDING JOINT FILING

The undersigned hereby agree and consent to the joint filing on their behalf of this amendment to Schedule 13G in connection with their beneficial ownership of the common stock of MAI Systems Corporation.

Dated: February 13, 2003

CANYON CAPITAL ADVISORS LLC,

a Delaware limited liability company

By: /s/ Joshua S. Friedman
Name: Joshua S. Friedman
Title: Managing Director

JOSHUA S. FRIEDMAN

/s/ Joshua S. Friedman

MITCHELL R. JULIS

/s/ Mitchell R. Julis

R. CHRISTIAN B. EVENSEN

Signature

/s/ R. Christian B. Evensen