

GIGAMEDIA LTD
Form SC 13G
April 09, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. ____)*

GIGAMEDIA LIMITED

(Name of Issuer)

Ordinary shares, par value NT\$10 per share

(Title of Class of Securities)

Y2711Y104

(CUSIP Number)

December 31, 2000

(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)

* 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. Y2711Y104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Microsoft Corporation, 91-1144442

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

WA

5. Sole Voting Power

NUMBER OF 10,000,000 (1)

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY 0

EACH 7. Sole Dispositive Power

REPORTING

PERSON 10,000,000 (1)

WITH 8. Shared Dispositive Power

0

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

10,000,000 (1)

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

..

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

16.6% (2)

12. Type of Reporting Person (See Instructions)

CO

(1) Pursuant to Rule 13d-3(d), this number includes 10,000,000 Gigamedia Limited ordinary shares which Microsoft has the right to acquire at a price of US\$6.60 per share on exercise of an Ordinary Shares Purchase Warrant issued to Microsoft on November 23, 1999 (the Warrant). The Warrant must be exercised on or before November 23, 2004. Microsoft has elected the payment of a dilution fee under the Warrant in connection with the return of capital distributed to holders of ordinary shares by Gigamedia on March 29, 2002.

(2) Based on the number of Gigamedia ordinary shares outstanding as of August 7, 2003, as reported in Gigamedia s Form 20-F/A filed with the Securities and Exchange Commission on August 15, 2003.

Item 1. (a) Name of Issuer

Gigamedia Limited

(b) Address of Issuer's Principal Executive Offices

122 Tunhua North Road, Taipei, Taiwan, R.O.C.

Item 2. (a) Name of Person Filing

Microsoft Corporation

(b) Address of Principal Business Office or, if none, Residence

One Microsoft Way, Redmond, Washington 98052

(c) Citizenship

WA

(d) Title of Class of Securities

ordinary shares, par value NT\$10 per share

(e) CUSIP Number

Y2711Y104

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:

Item 4. Ownership

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:

10,000,000 (1)

(b) Percent of class:

16.6% (2)

(c) Number of shares as to which the person has:

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(i) Sole power to vote or to direct the vote

10,000,000 (1)

(ii) Shared power to vote or to direct the vote

0

(iii) Sole power to dispose or to direct the disposition of

10,000,000 (1)

(iv) Shared power to dispose or to direct the disposition of

0

(1) Pursuant to Rule 13d-3(d), this number includes 10,000,000 Gigamedia Limited ordinary shares which Microsoft has the right to acquire at a price of US\$6.60 per share on exercise of an Ordinary Shares Purchase Warrant issued to Microsoft on November 23, 1999 (the Warrant). The Warrant must be exercised on or before November 23, 2004. Microsoft has elected the payment of a dilution fee under the Warrant in connection with the return of capital distributed to holders of ordinary shares by Gigamedia on March 29, 2002.

(2) Based on the number of Gigamedia ordinary shares outstanding as of August 7, 2003, as reported in Gigamedia's Form 20-F/A filed with the Securities and Exchange Commission on August 15, 2003.

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

Not applicable

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

Not applicable

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.

April 9, 2004

Date

/s/ JOHN G. CONNORS

Signature

John G. Connors

Senior Vice President and

Chief Financial Officer

Name/Title