

ON COMMAND CORP
 Form 3
 April 11, 2002

 FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 Section 17(a) of the Public Utility Holding Company Act of 1935
 Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|--|---------|----------|----------------------|---|
| 1. Name and Address of Reporting Person* | | | 2. Date of Event Re- | 4. Issuer Name and Ticker |
| Liberty Satellite & Technology, Inc. | | | quiring Statement | On Command Corporation |
| ----- | | | (Month/Day/Year) | ----- |
| (Last) | (First) | (Middle) | 04/01/02 | 5. Relationship of Report |
| ----- | | | ----- | to Issuer (Check all a |
| 12300 Liberty Blvd. | | | 3. IRS or Social Se- | Director <input checked="" type="checkbox"/> 10 |
| ----- | | | curity Number of | ----- |
| (Street) | | | Reporting Person | Officer (give Ot |
| ----- | | | (Voluntary) | title below) b |
| ----- | | | ----- | ----- |

Englewood, Colorado 80112

(City) (State) (Zip)

TABLE I -- NON-DERIVA

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) |
|------------------------------------|---|---|
| Common Stock | 19,404,240 | I |
| Series B Preferred Stock | 15,000 | I |
| Series C Preferred Stock | 10,000 | I |
| ----- | ----- | ----- |
| ----- | ----- | ----- |
| ----- | ----- | ----- |

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FORM 3 (CONTINUED) TABLE II - DERIVATIVE SECURITIES BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, CONVERTIBLE SECURITIES)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | | |
|---|---|--|--|----------------------------|----------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Series A Warrants | Immediately | October 7, 2003 | Common Stock | 1,123,792 | \$15.27 per share |
| Series D Preferred Stock | December 31, 2002 | June 30, 2011 (2) | Common Stock | 7,947,018 | \$7.55 per share (2) |

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Explanation of Responses:

(1) The shares and Series A Warrants shown are owned by Ascent Entertainment Group, Inc., a Delaware corporation, Pursuant to a Purchase Agreement dated as of August 16, 2001, as amended, by and among the Reporting Person, Liberty Media Corporation, a Delaware corporation, and, only for certain limited purposes, Liberty Media Corporation, a Delaware Reporting Person acquired all of the shares of Ascent from a subsidiary of Liberty. By virtue of this acquisition, Liberty continues to be a beneficial owner of the securities covered hereby as well.

(2) The Issuer is required to redeem all outstanding shares of Series D Preferred Stock on June 30, 2002, at that time, each share of Series D Preferred Stock, with a stated value per share of \$1,000, may be redeemed for cash, paid and non-assessable shares of Common Stock.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Liberty Satellite & Technology
By: /s/ Kenneth G. Carroll
Name: Kenneth G. Carroll
Title: Acting President and General Counsel

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, SEE Instruction 6 for procedure.

JOINT FILER INFORMATION

NAME: ASCENT ENTERTAINMENT GROUP, INC.
ADDRESS: 12300 LIBERTY BLVD.
ENGLEWOOD, COLORADO 80112
DESIGNATED FILER: LIBERTY SATELLITE & TECHNOLOGY, INC.
ISSUER AND TICKER SYMBOL: ON COMMAND CORPORATION (ONCO)
DATE OF EVENT REQUIRING STATEMENT: APRIL 1, 2002
SIGNATURE: ASCENT ENTERTAINMENT GROUP, INC.
BY: /s/ ELIZABETH M. MARKOWSKI
NAME: ELIZABETH M. MARKOWSKI
TITLE: SENIOR VICE PRESIDENT AND ASSISTANT SECRETARY