

Edgar Filing: IVILLAGE INC - Form SC 13G/A

IVILLAGE INC  
Form SC 13G/A  
February 13, 2002

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 1) \*

IVILLAGE INC.

-----  
(Name of Issuer)

Common Stock, \$.001 par value

-----  
(Title of Class of Securities)

46588H105

-----  
(CUSIP Number)

December 31, 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)

\*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).

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PAGE \_\_\_\_\_ OF \_\_\_\_\_ PAGES  
-----

-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO(S) . OF ABOVE PERSON(S) (ENTITIES ONLY)

AT&T Corp.

13-4924710

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

-----  
NUMBER OF 5 SOLE VOTING POWER

SHARES

0

-----  
BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

682,421

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

0

PERSON

8 SHARED DISPOSITIVE POWER

WITH:

682,421

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

682,421

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.3%

-----  
12 TYPE OF REPORTING PERSON

CO  
-----

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-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO(S) . OF ABOVE PERSON(S) (ENTITIES ONLY)  
  
MediaOne Group, Inc. 91-2047743  
-----

-----  
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 5 SOLE VOTING POWER  
SHARES 0  
-----

BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY 682,421  
-----

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING 0  
-----

PERSON 8 SHARED DISPOSITIVE POWER  
WITH: 682,421  
-----

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
682,421  
-----

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

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
1.3%  
-----

-----  
12 TYPE OF REPORTING PERSON  
  
CO  
-----

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----------  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO(S) . OF ABOVE PERSON(S) (ENTITIES ONLY)  
  
MediaOne of Colorado, Inc. 84-1242269  
-----2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [ ]  
-----3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Colorado  
-----

NUMBER OF 5 SOLE VOTING POWER

SHARES 0  
-----

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY 682,421  
-----

EACH 7 SOLE DISPOSITIVE POWER

REPORTING 0  
-----

PERSON 8 SHARED DISPOSITIVE POWER

WITH: 682,421  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

682,421  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]  
-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.3%  
-----

12 TYPE OF REPORTING PERSON

CO  
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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)  
  
MediaOne Interactive Services, Inc. 841320963

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  [ ]  
(b)  [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Colorado

NUMBER OF 5 SOLE VOTING POWER  
SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER  
OWNED BY 682,421

EACH 7 SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON 8 SHARED DISPOSITIVE POWER  
WITH: 682,421

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
682,421

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
1.3%

12 TYPE OF REPORTING PERSON  
  
CO

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ITEM 1.

(a) NAME OF ISSUER

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iVillage Inc.

- (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

500-512 Seventh Avenue  
New York, NY 10018

ITEM 2.

- (a) NAME OF PERSONS FILING

AT&T Corp.  
MediaOne Group, Inc.  
MediaOne of Colorado, Inc.  
MediaOne Interactive Services, Inc.

- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

AT&T's principal business office is located at 32 Avenue of the Americas, New York, NY 10013. MediaOne Group's, MediaOne of Colorado's and MediaOne Interactive Services' principal business office is located at 188 Inverness Drive West, 6th Floor, Englewood, Colorado 80112.

- (c) CITIZENSHIP

AT&T Corp. - New York  
MediaOne Group, Inc. - Delaware  
MediaOne of Colorado, Inc. - Colorado  
MediaOne Interactive Services, Inc. - Colorado

- (d) TITLE OF CLASS OF SECURITIES

Common Stock, \$.001 par value

- (e) CUSIP NUMBER

46588H105

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 240.13d-1(b), OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

ITEM 4. OWNERSHIP

As of December 31, 2001, each of AT&T Corp., MediaOne Group, Inc., MediaOne of Colorado, Inc. and MediaOne Interactive Services, Inc. was a beneficial owner of less than 5% of the outstanding shares of Common Stock of the Issuer.

(a) Amount Beneficially Owned: 682,421

(b) Percent of Class: 1.30%(1)

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

(i) Sole power to vote or to direct the vote:  
-0-

(ii) Shared power to vote or to direct the vote:  
682,421

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- (iii) Sole power to dispose or to direct the disposition of: -0-
- (iv) Shared power to dispose or to direct the disposition of: 682,421

-----

(1) Based on 52,449,478 shares of common stock outstanding as of September 30, 2001, as reported on Form 10-Q for the quarter ending September 30, 2001.

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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 [X].

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

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF A 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.

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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: February 12, 2002

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AT&T CORP.

By: /s/ Robert S. Feit

-----  
Signature

Robert S. Feit, Assistant Secretary -  
AT&T Corp.

-----  
Name/Title

MEDIAONE GROUP, INC.

By: /s/ James N. Zerefos

-----  
Signature

James N. Zerefos, Assistant Secretary

-----  
Name/Title

MEDIAONE OF COLORADO, INC.

By: /s/ James N. Zerefos

-----  
Signature

James N. Zerefos, Assistant Secretary

-----  
Name/Title

MEDIAONE INTERACTIVE SERVICES, INC.

By: /s/ James N. Zerefos

-----  
Signature

James N. Zerefos, Assistant Secretary

-----  
Name/Title